

# THE AMAZING SPIDER-MAN®



JOHN  
ROMITA  
&  
WHITE

MARVEL MASTERWORKS®  
BY STAN LEE & JOHN ROMITA

**MARVEL**





# THE AMAZING SPIDER-MAN®



MARVEL MASTERWORKS®  
BY STAN LEE & JOHN ROMITA

THE MARVEL MASTERWORKS PROUDLY PRESENT THE WORLD'S MOST FAMOUS COMICS AND SUPER HEROES FROM THEIR VERY BEGINNINGS IN A SERIES OF PAINSTAKINGLY RESTORED ARCHIVAL VOLUMES.

COLLECTING *THE AMAZING SPIDER-MAN* #41-50 & ANNUAL #3







*the* **AMAZING SPIDER-MAN**

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**"THE HORNS  
OF THE  
RHINO!"**



**THE AMAZING SPIDER-MAN!**

# "THE HORNS OF THE RHINO!"

**BEGINNING:**

A GREAT  
**NEW ERA**  
IN THE EVER-CHANGING  
LIFE OF THE WORLD'S  
MOST AMAZING  
WEB-SPINNER!

SEE THE RETURN  
OF **BETTY BRANT**,  
AND THE STARTLING  
RESULT THAT FOLLOWS!

SEE THE SURPRISE  
APPEARANCE OF  
J. JONAH JAMESON'S  
**ASTRONAUT SON!**

SEE THE MOST  
EXCITING NEW  
**PURCHASE PETEY**  
EVER MADE!

SEE SPIDEY FIGHT  
THE **RHINO**--MOST  
FEARSOME VILLAIN  
OF ALL!

DESPITE THE EXTREME **MODESTY** FOR WHICH  
WE'RE SO JUSTLY FAMOUS, WE SIMPLY **HAVE** TO  
TELL YOU THAT THIS IS ONE OF THE **GREATEST**  
ACHIEVEMENTS OF--

**STAN LEE**, WRITER **JOHN ROMITA**, ARTIST  
**M. DEMEO**, INKER **ART SIMEK**, LETTERER



**MOST SUPER HERO THRILLERS OPEN WITH CONTRIVED ACTION, IN ORDER TO HOOK YOU! BUT WE KNOW YOU'LL HANG AROUND--AND, TO PROVE OUR FAITH IN YOU, LET'S VISIT AUNT MAY...**

I'M SO GLAD YOU DROPPED IN, ANNA!

SO AM I, MAY DEAR! THERE'S NOTHING LIKE HAVING SOME TEA AND A TALK WITH A GOOD FRIEND!

BESIDES, I'VE BEEN WANTING TO ASK YOU SOMETHING...

NOW THAT MY NIECE, MARY JANE, TOOK AN APARTMENT OF HER OWN, WHY DON'T YOU SELL THIS HOUSE AND MOVE IN WITH ME?

IT WOULD MEAN SUCH A SAVING FOR YOU--AND WE'D BE COMPANY FOR EACH OTHER!

ANNA MAY WATSON! IF YOU AREN'T THE DEAREST THING!

THEN, YOU'LL DO IT?

I'D LOVE TO, DEAR-- BUT I JUST COULDN'T! THERE'D BE NO ONE TO LOOK AFTER POOR PETER!

BUT, MAY-- HE'S ALMOST TWENTY-- HE'S GOING TO COLLEGE!

HE EVEN EARNS A LIVING BY SELLING NEWS PHOTOS!

BUT I'M THE ONLY RELATIVE HE HAS! THE DEAR BOY IS SO DEPENDENT UPON ME!

YOU KNOW HOW FRAIL, AND FRAGILE HE IS! IF I WEREN'T AROUND TO BE SURE HE EATS A BALANCED DIET, AND WEARS WARM CLOTHES, I DON'T KNOW WHAT WOULD HAPPEN!

I SUPPOSE YOU KNOW BEST, DEAR! WELL, THANK YOU FOR THE TEA, MAY... I'M AFRAID I MUST RUN ALONG NOW!

IF PETER PARKER WERE MY NEPHEW, I'D TRY TO MAKE HIM MORE INDEPENDENT!

BUT HE'S PROBABLY THE TYPE THAT LIKES TO BE MOLLY-CODDLED!

**AFTER STRUGGLING THRU THE LAST FOUR PANELS, YOU CAN BE SURE OF ONE THING--OUR STORY CAN'T POSSIBLY MOVE ANY SLOWER FROM NOW ON! SO, WHAT SAY WE JOIN MAY PARKER'S "FRAGILE" NEPHEW NOW--?**

AFTER SEEING YOU IN HERE EVERY DAY FOR A MONTH, I KIND OF THOUGHT YOU WOULD!

I'VE MADE UP MY MIND! I'LL TAKE IT!

I SUPPOSE I CAN FINANCE IT?

CERTAINLY, PARKER--SO LONG AS THE BANK APPROVES THE LOAN!

WE'LL NEED A CREDIT REFERENCE, OF COURSE!

OH, THAT WON'T BE ANY PROBLEM! I'VE BEEN SELLING PHOTOS TO JONAH JAMESON FOR YEARS! I'M SURE HE'LL VOUCH FOR ME!

WHY NOT CALL HIM NOW, WHILE I DRAW UP THE PAPERS?

SURE! I DON'T WANNA WASTE A MINUTE!

I WANT THOSE WHEELS SO BAD I CAN TASTE IT!

**THUS, A FEW SECONDS LATER...**

PARKER?? WHY IN BLAZES HAVEN'T YOU BROUGHT ME ANY PHOTOS THIS WEEK? IF YOU THINK--

WHAT?!! YOU WANT TO BUY A CYCLE-- AND EXPECT ME TO RECOMMEND YOU FOR THE BANK LOAN?

YOU DIALED THE WRONG NUMBER, KID! TRY LOOKIN' UP SANTA CLAUS!

ANYTHING WRONG, DAD?

NAH! JUST SOME PEST!

BUT COME TO THINK OF IT, IF HE HAS A DEBT TO PAY OFF, HE'D HAVE TO SELL ME MORE PICTURES --AND I CAN BUY 'EM CHEAPER THAN EVER FROM HIM!

TELL YOU WHAT, PARKER-- EVEN THOUGH EVERYONE SAYS I'M TOO GENEROUS FOR MY OWN GOOD, I'LL DO IT FOR YOU!

WOW! GREAT!

YEAH-- CHORTLE GREAT!



THE TROUBLE WITH ME IS I'M TOO **SOFT-HEARTED!** I'M ALWAYS DOING **FAVORS** FOR EVERYONE! I'M JUST A BIG BUNDLE OF GOOD-NATURED **JELLY!**

BUT NOBODY EVER **APPRECIATES** IT! IT JUST DOESN'T **PAY** TO BE A NICE GUY! THE TROUBLE WITH **ME** IS-- I'M TOO **SWEET!**

THAT **REMINDS** ME! IT'S TIME I WAS **ROASTING SPIDER-MAN'S** HIDE IN AN **EDITORIAL** AGAIN!

**SLAM!**

SPIDER-MAN?

WHAT HAVE YOU GOT AGAINST **HIM**, DAD?

DON'T YOU REMEMBER HOW HE **RESCUED** ME A FEW YEARS AGO?

AS A MATTER OF FACT, I NEVER DID **THANK** HIM!

HE **NEVER** SAVED YOU! YOU DIDN'T NEED ANY HELP FROM **HIM!** HE JUST TOOK THE **CREDIT** FOR IT--THAT GLORY-HOGGING **ITCH!**

AW, DAD-- YOU'VE GOTTA BE **KIDDIN'!**

I-- **NEVER KID!!**

BUT DON'T YOU REMEMBER THE DAY WHEN MY CAPSULE LOST ITS **GUIDANCE SYSTEM PACKET?**

IT BEGAN **PLUNGING** TO EARTH--HOPELESSLY OUT OF **CONTROL!**

"THE SPACE AGENCY HAD NO WAY OF **SAVING** ME--UNTIL THEY GAVE THE SMALL **PACKET** TO **SPIDER-MAN**, WHO **COMMANDEERED** A MILITARY JET--!"\*

THIS WILL BE MY FIRST AND LAST **CHANCE!**

IF IT DOESN'T **WORK**--LOOK OUT **BELOW!**

**THWIP!**

\*FROM **SPIDER-MAN #1** --AGELESS **STAN!**

"I COULDN'T SEE THE WHOLE THING, BUT--WHAT HAPPENED NEXT IS **HISTORY!**"

I **DID** IT!

NOW IF I CAN JUST **HANG ON!**

"AND **HANG ON** HE **DID**, WITH THAT AMAZING **SPIDER POWER** OF HIS--SKILLFULLY PUTTING THE **GUIDANCE PACKET** BACK IN **POSITION!**"

CAPSULE UNDER **MANUAL CONTROL** AGAIN! WILL **EJECT 'CHUTE** AND **LAND IMMEDIATELY!**

"I'LL NEVER **FORGET** THAT DAY, DAD--JUST AS I'LL NEVER FORGET THAT IT WAS **SPIDER-MAN** WHO MADE MY SAFE **LANDING POSSIBLE!**"

BOY! THE **JOE** **INSIDE** THIS CAPSULE IS THE **REAL** **SUPER HERO!**



"UNFORTUNATELY, FOR REASONS BEST KNOWN TO HIMSELF, SPIDER-MAN **FLED** BEFORE ANYONE COULD FIND HIM--OR COULD THANK HIM!"

I'D BETTER MAKE MYSELF SCARCE NOW!

I NEVER THOUGHT MY OWN SON WOULD BE TAKEN IN BY SUCH A CHEAP **PUBLICITY STUNT!**

**PUBLICITY STUNT??!!**

**NATURALLY!!** THAT BLASTED WALL-CRAWLER SABOTAGED YOUR CAPSULE **HIMSELF**, IN ORDER TO MAKE EVERYONE THINK HE'S A **HERO** BY LATER SAVING YOU!

DAD! WHO TOLD YOU SUCH A **RIDICULOUS** STORY?

**NOBODY! I MADE IT UP!**

I MEAN--NOBODY **HAD** TO TELL ME! I CAN SPOT A **PHONY ACT** WHEN I SEE ONE!

WHY? WHY? **WHY** MUST I BE HAUNTED--HOUNDED--**PLAGUED** BY THAT SNEAKY, CREEPY, ROTTEN, NO-GOOD MASKED MENACE ALL MY LIFE?!!

WHY DOESN'T SOMEONE **CATCH** HIM--DEFEAT HIM--SQUASH HIM AGAINST A **WALL--ANY-THING--** SO LONG AS I GET HIM OUT OF MY LIFE!!

DO YOU REALIZE THAT IF NOT FOR **ME--AND MY COURAGEOUS EDITORIALS--** PEOPLE WOULD START MAKING A **HERO** OF THAT **LOWLIFE?!**

I HAVE TO KEEP **REMINDING THEM--IN MY PAPER--** THAT HE'S A **COWARDLY CROOK--** HIDING BEHIND A MASK TO ESCAPE JUSTICE!!

**FTIP!**

AND **STILL** THEY DOUBT ME! THERE ARE ACTUALLY **LUNATICS** WHO **ADMIRE** HIM!

DAD, DO YOU THINK YOU'RE REALLY BEING **FAIR** TO SPIDER-MAN?

**FAIR??** WHAT'S **THAT** GOT TO DO WITH ANYTHING? HE'S THE ONE WHO **ROBBED** YOU OF YOUR FULL SHARE OF **GLORY** FROM THAT SPACE FLIGHT!

BUT THAT'S WATER UNDER THE BRIDGE NOW! I'VE MADE MANY FLIGHTS **SINCE THEN!** WHY NOT **FORGET** ABOUT SPIDER-MAN?

THAT'S THE **BEST** IDEA I'VE HEARD ALL DAY! TELL ME ABOUT **YOUR-SELF**, JOHN...

WELL, DAD--THE REASON I CAME HOME ON THIS **SUDDEN LEAVE** IS--A **STRANGE** THING HAPPENED ON MY LAST SPACE MISSION--

WHAT DO YOU **MEAN? WHAT** STRANGE THING?

**NASA** DIDN'T RELEASE A SHRED OF INFORMATION ABOUT YOUR FLIGHT!

I KNOW! THEY COULDN'T!

**C-COULDN'T?!!**



THEY HAD TO MAKE SURE THE **SPACE SPORES** WOULDN'T BE HARMFUL TO EARTH, FIRST!

**SPACE SPORES? WHAT SPACE SPORES?!!**

SINCE THE INFORMATION HAS JUST BEEN **DECLASSIFIED**, I CAN TELL YOU NOW--!

"AT THE **APOGEE** OF MY ORBIT, AFTER COMPLETING MY **SPACE WALK**, WHEN I RE-ENTERED THE CAPSULE, I FOUND THAT SOME MYSTERIOUS **SPORES** HAD DRIFTED INSIDE **WITH ME**!"

"EVEN AFTER **SPLASHDOWN**, THEY CLUNG TO MY SPACE SUIT, THEN LATER TO MY **BODY**!"

THEY **SEEM** HARM-LESS ENOUGH, BUT--!

"I WAS SUBJECTED TO INTENSIVE TESTS FOR **DAYS**--AND EVERYTHING APPEARED TO CHECK OUT **A-OKAY**! THE SPORES THEMSELVES GREW WEAKER AND WEAKER, AND FINALLY JUST FADED AWAY!"

BUT THEY MAY HAVE HAD AN EFFECT UPON HIM THAT WON'T SHOW UP UNTIL **LATER**!

HE CAN BE **RELEASED** NOW! THE SPORES ARE COMPLETELY **GONE**!

HE MUST BE KEPT UNDER GUARD FOR AT LEAST **SIX MONTHS**!

CERTAIN NATIONS WOULD GIVE **ANY-THING** TO EXAMINE HIM BEHIND THE **IRON CURTAIN**!

"FROM THAT MOMENT ON, I'VE BEEN UNDER CONTINUAL **SURVEILLANCE**! ARMED AGENTS ACCOMPANY ME **EVERYWHERE**!"

HOW LONG WILL YOU FELLAS BE PLAYING NURSE-MAID TO ME?

UNTIL WE CAN BE ABSOLUTELY SURE THOSE **SPORES** DIDN'T AFFECT YOU IN ANY WAY, COLONEL!

BECAUSE, IF THEY **DID**, YOU'D BE A PRIZE CATCH FOR ANY HOSTILE NATION ON **EARTH**!

YOU SEE, DAD, THE SPACE AGENCY MEDICS GAINED INVALUABLE INFORMATION BY STUDYING THOSE SPORES AND MY REACTIONS TO THEM--INFORMATION THAT MAY GIVE US THE BOOST WE NEED IN THE **SPACE RACE**!

WHICH IS WHY THERE ARE **TWO AGENTS** OUTSIDE THIS DOOR RIGHT NOW--AND ANOTHER TEAM READY TO RELIEVE THEM EVERY **SIX HOURS**!

BUT, EVEN AS JONAH JAMESON IS STRUCK **SPEECHLESS**--FOR ONE OF THE FEW TIMES IN HIS LIFE--AN EVENT IS TRANSPIRING MANY MILES AWAY, AT OUR SOUTHERNMOST BORDER--AN EVENT WHICH IS DESTINED TO SERIOUSLY AFFECT THE LIVES, AND THE **SAFETY**, OF OUR COLORFUL LITTLE CAST OF CHARACTERS--

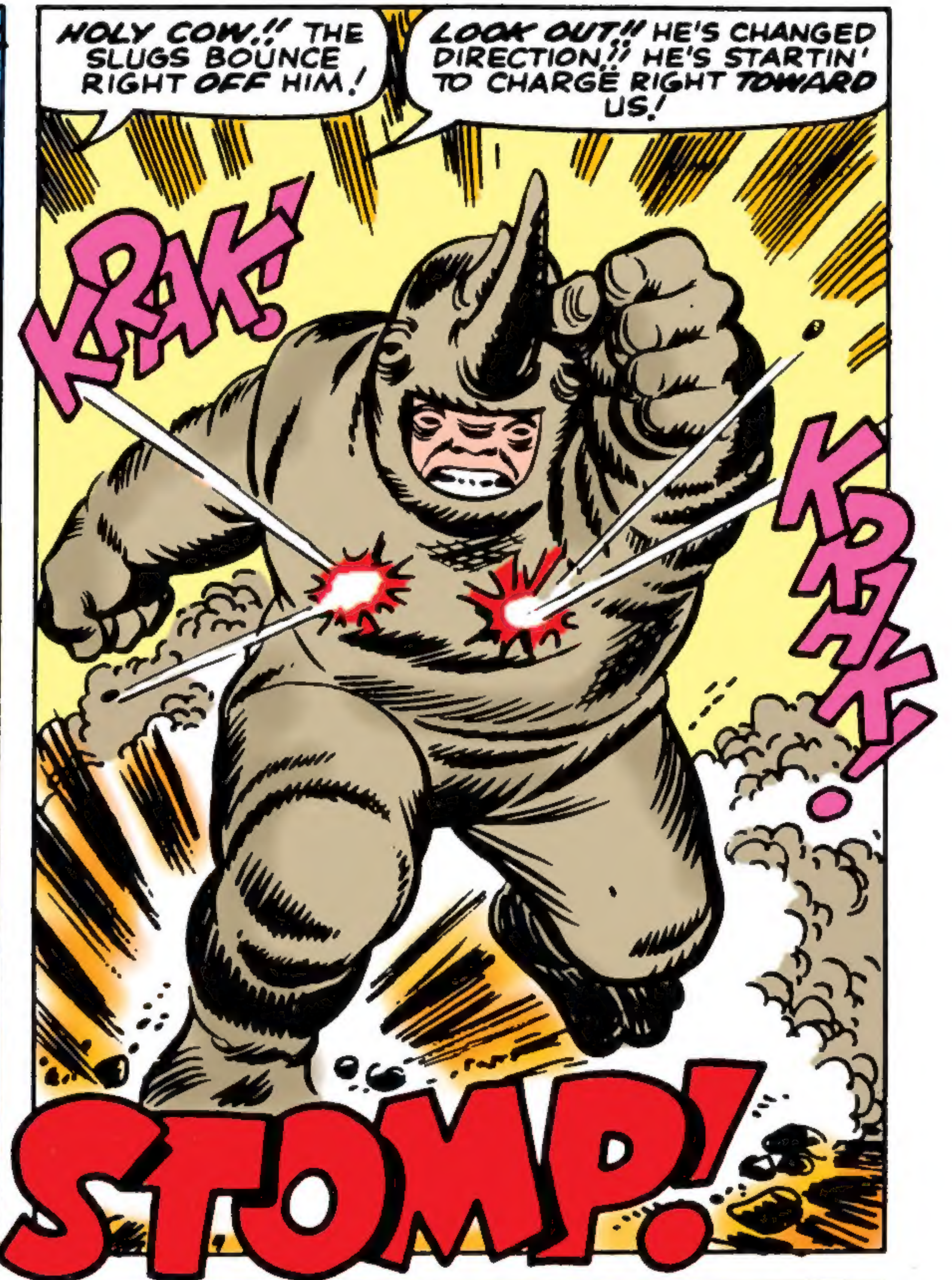
AT **LAST**! AFTER ALL THE LONG MONTHS OF WAITING--PREPARING--COUNTING EVERY MINUTE AND HOUR--IT'S FINALLY TIME--TIME FOR THE **RHINO** TO STRIKE!!

HEY, SAM! WHAT IN THE NAME OF CREATION DO YA CALL **THAT**?

I DUNNO! BUT, **WHAT-EVER** IT IS, IT'S NOT GETTING PAST THIS BORDER CHECKPOINT TILL WE **FIND OUT**!

**STOMP!**







AH, YES! TRIED-AND-TRUE MARVELITES WON'T NEED A BUILDING TO FALL ON THEM IN ORDER TO KNOW THAT THEIR FRIENDLY NEIGHBORHOOD **SPIDER-MAN** WILL SOON BE IN FOR ONE OF THE TOUGHEST FIGHTS OF HIS ENTIRE CRIME-SMASHING CAREER!

AND SO THE WORLD HAS BEEN GIVEN ITS FIRST INTRODUCTION TO THE MATCHLESS MENACE OF--THE UNSTOPPABLE **RHINO!**

BUT NOW, WE MOST EARNESTLY REQUEST THAT YOU PREPARE YOURSELF FOR A SUDDEN SURPRISE AS WE SWITCH OUR SCENE BACK TO NEW YORK...

**STOMP! STOMP!**

...WHERE WE FIND AN UNUSUALLY CHEERFUL **PETER PARKER** WRAPPED IN HIS OWN HAPPY THOUGHTS--!

JUST CAN'T WAIT TO GET MY HANDS ON THAT LITTLE TWO-WHEELED TORNADO!

I'LL BET RIDING IT IS ALMOST AS GROOVY AS WEB SWINGING!

AND THEN, AS SO OFTEN HAPPENS IN THIS UNPREDICTABLE WORLD OF OURS, COMPLETELY BY ACCIDENT--TOTALLY UNEXPECTED--A CHANCE MEETING--!

**BETTY!!**

**PETER!! IT--IT'S REALLY YOU!**

GOSH! WHAT A WONDERFUL SURPRISE!! I DIDN'T EVEN KNOW YOU WERE IN TOWN!

I WASN'T, TILL A FEW MINUTES AGO! I JUST ARRIVED!

YOU CERTAINLY LOOK WELL, PETER!

AFTER ALL THESE MONTHS--THAT'S ALL SHE CAN SAY!?!

ALTHOUGH--I CAN'T THINK OF ANYTHING BETTER TO SAY!

WOULD YOU--LIKE A CUP OF COFFEE?

WHY, YES--THAT WOULD BE NICE!

DID YOU HAVE A NICE TIME ON THE COAST?

YES, I DID, THANKS! IS EVERYTHING ALL RIGHT WITH YOU--AND YOUR AUNT MAY?

OH, SURE--WE'RE JUST FINE!

WHAT'S WRONG? WHAT'S HAPPENED BETWEEN US? WE'RE LIKE TWO STRANGERS, GROPING FOR WORDS!

HOW IS EVERYTHING AT THE BUGLE, PETER?

OKAY, I SUPPOSE--!

JONAH JAMESON HAS BEEN AS GROUCHY AS EVER!

YES--I IMAGINED HE WOULD BE--!

OH, BRO-THER! THIS IS SHEER TORTURE!

AND I'LL BET IT'S JUST AS TOUGH FOR HER!

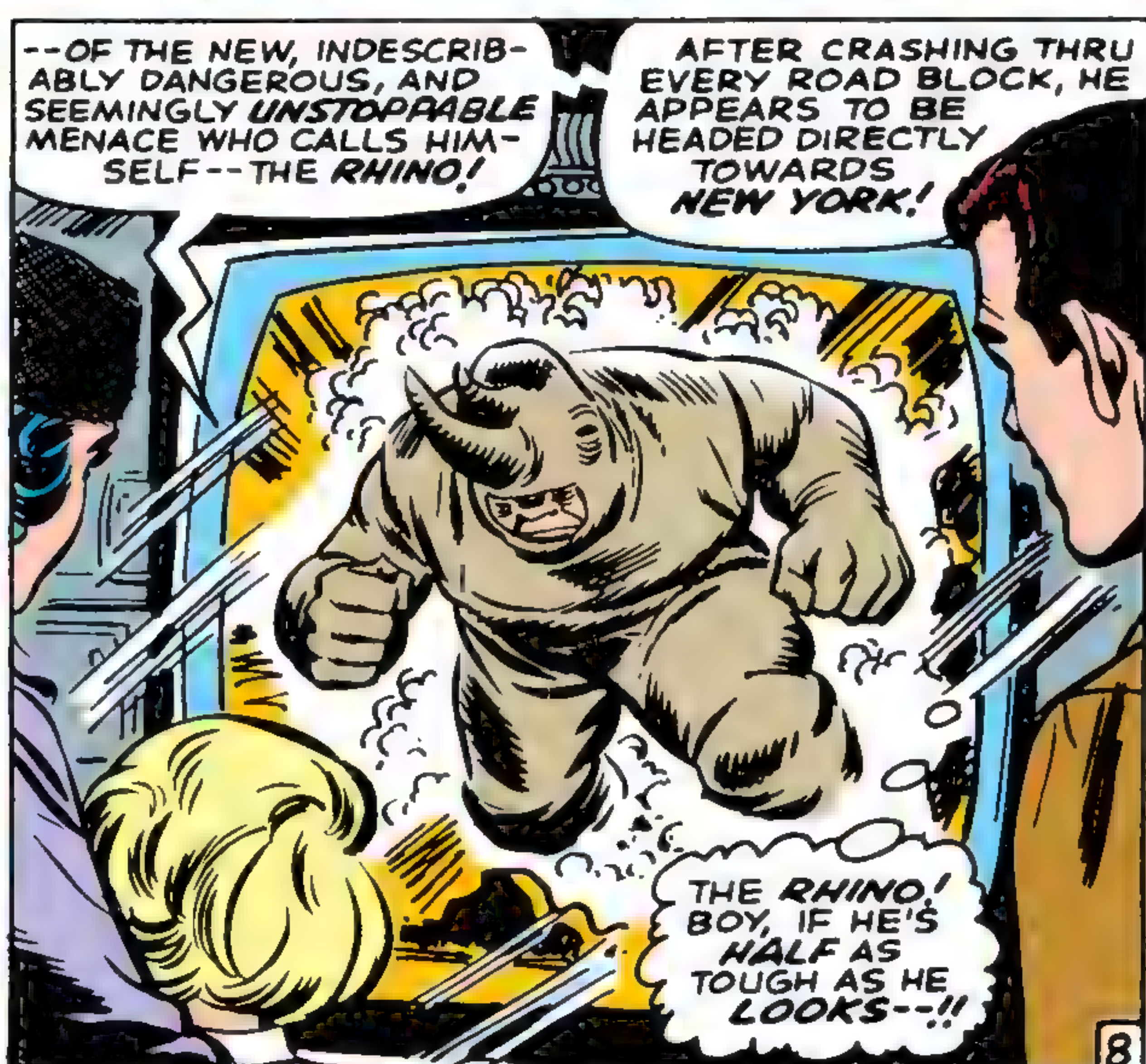
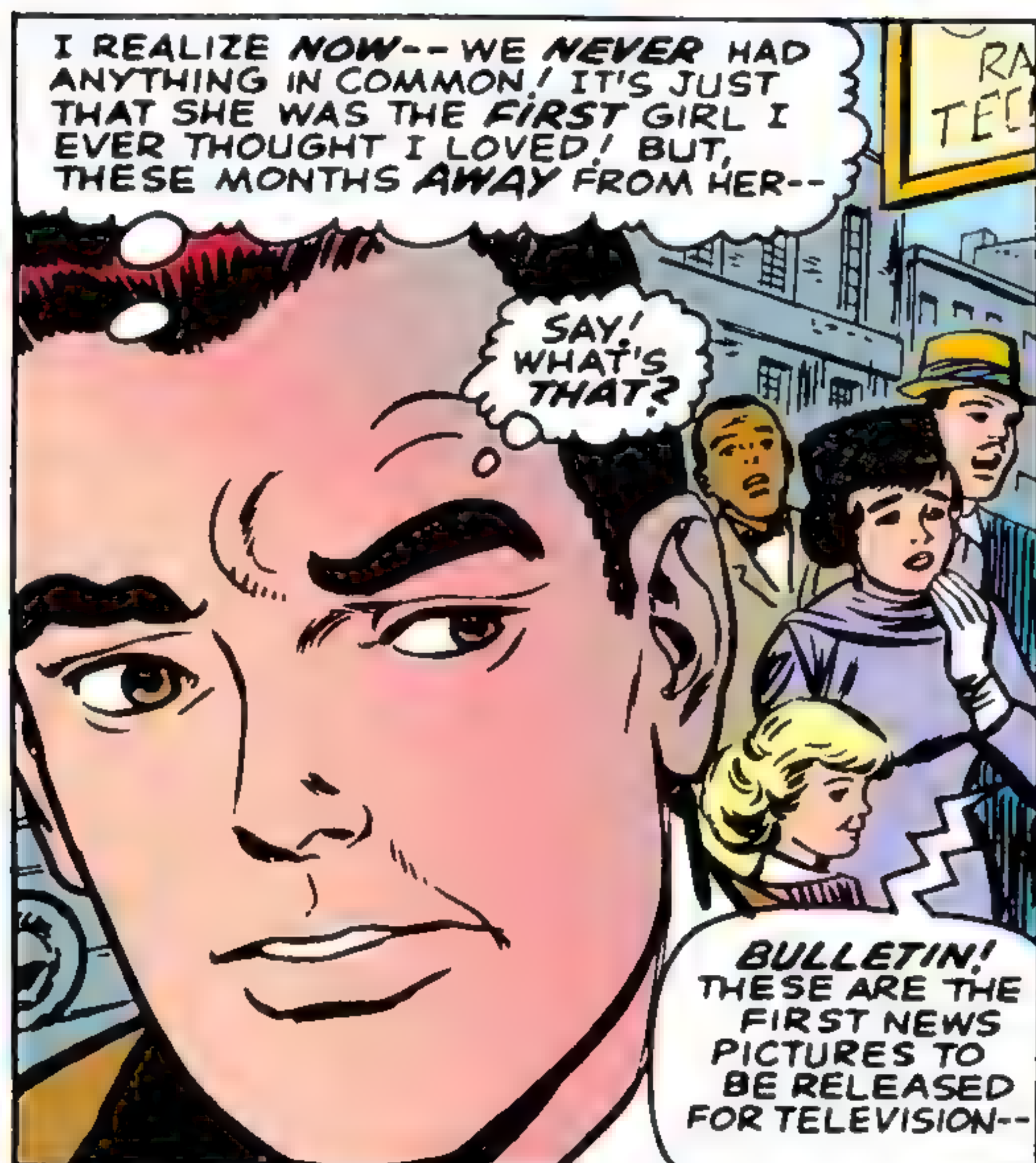
ALL THESE MONTHS--I THOUGHT ABOUT HER--DREAMT ABOUT HER--LONGED FOR HER!!

WHAT--EVER WE HAD BEFORE--WHATEVER THERE WAS BETWEEN US--IT'S GONE!

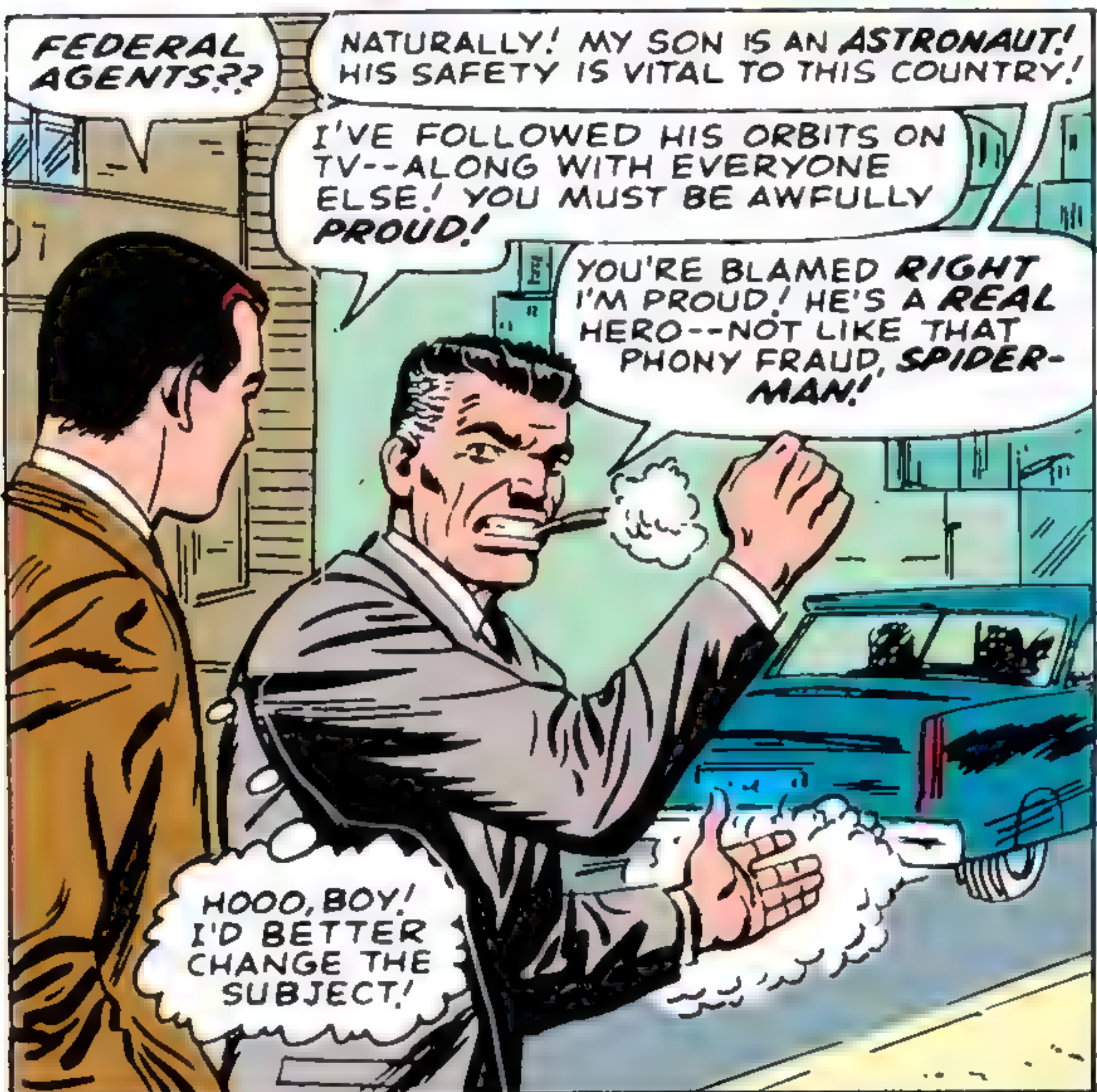
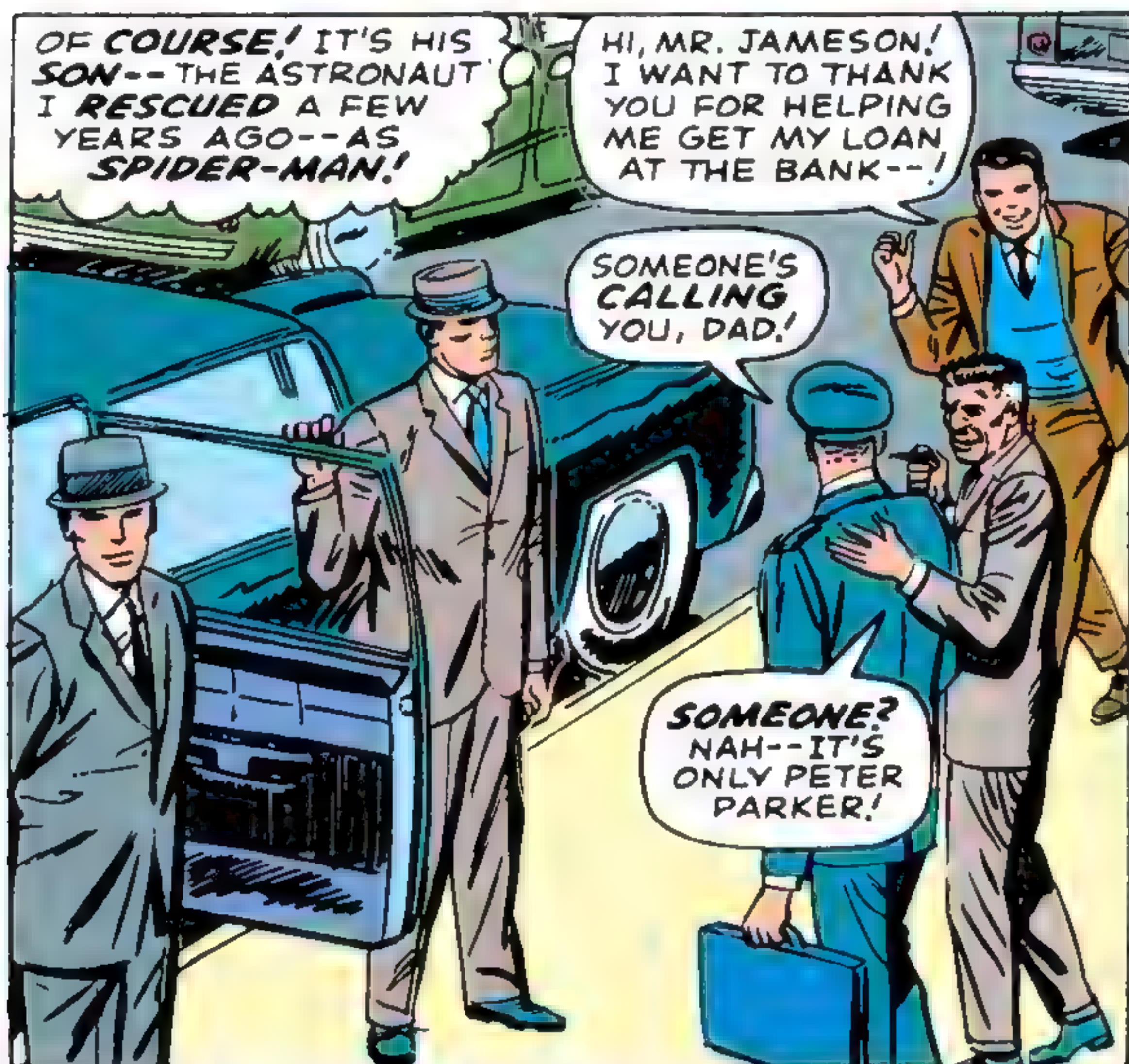
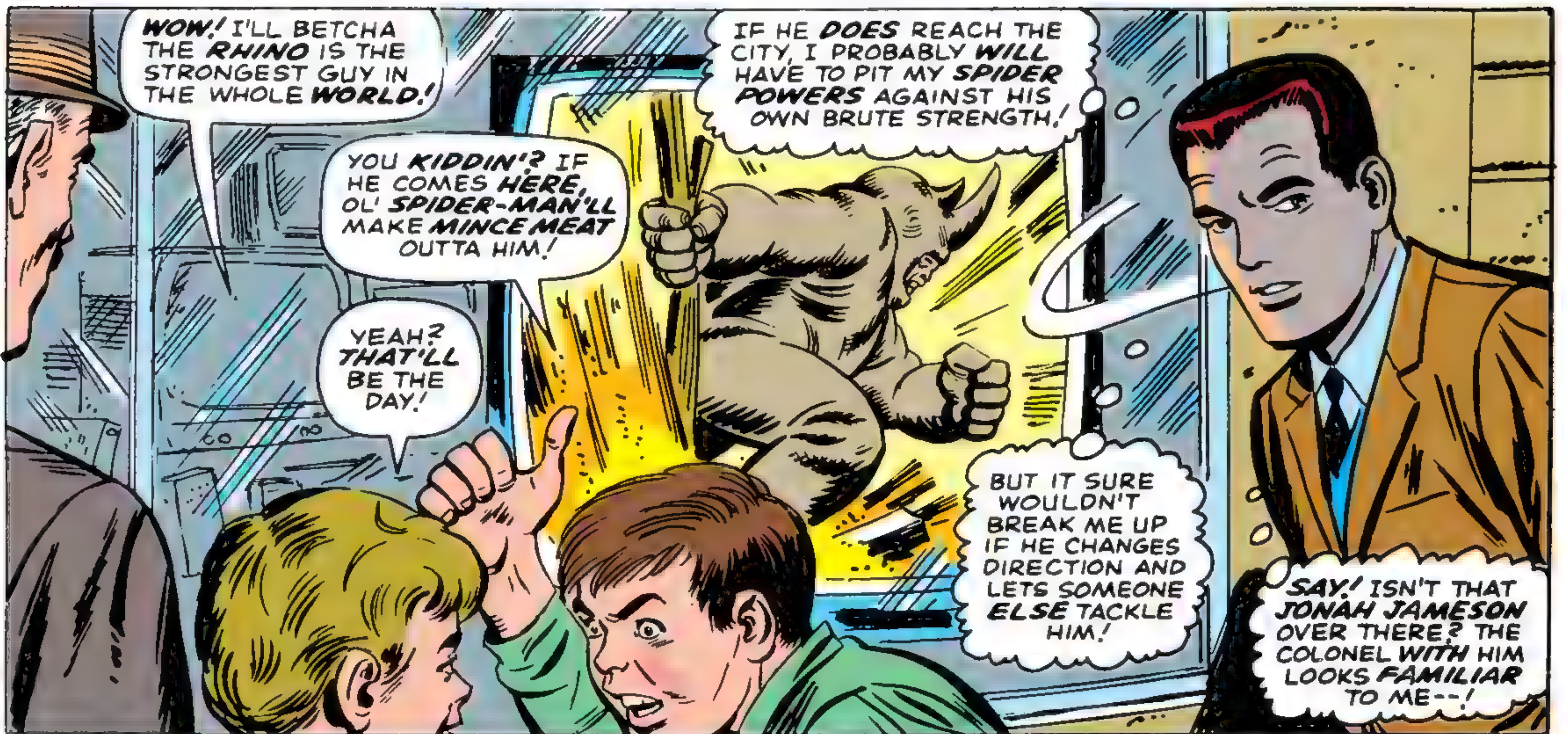
SO, NOW SHE'S RETURNED--

--AND--NOTHINGSVILLE!

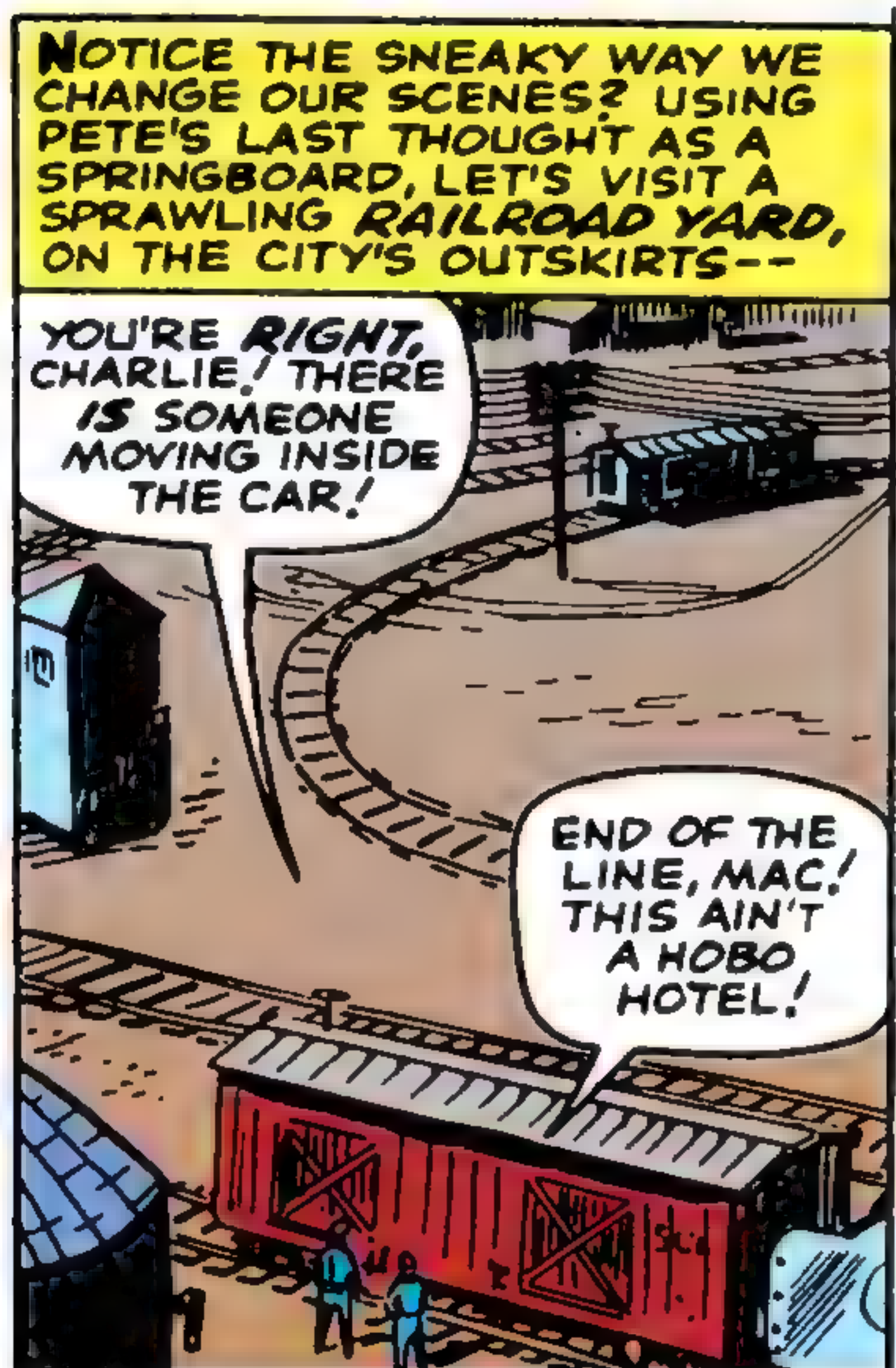
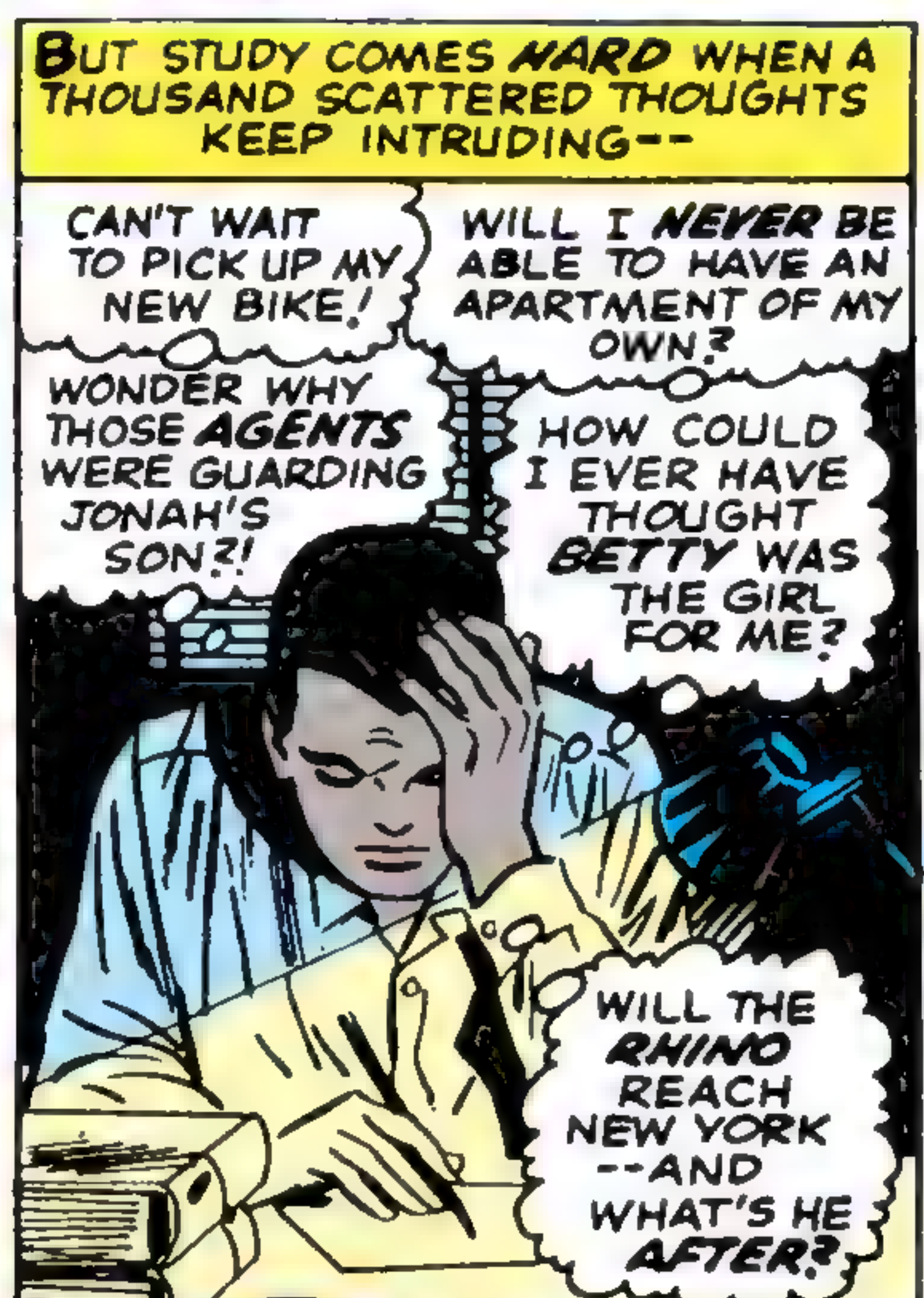
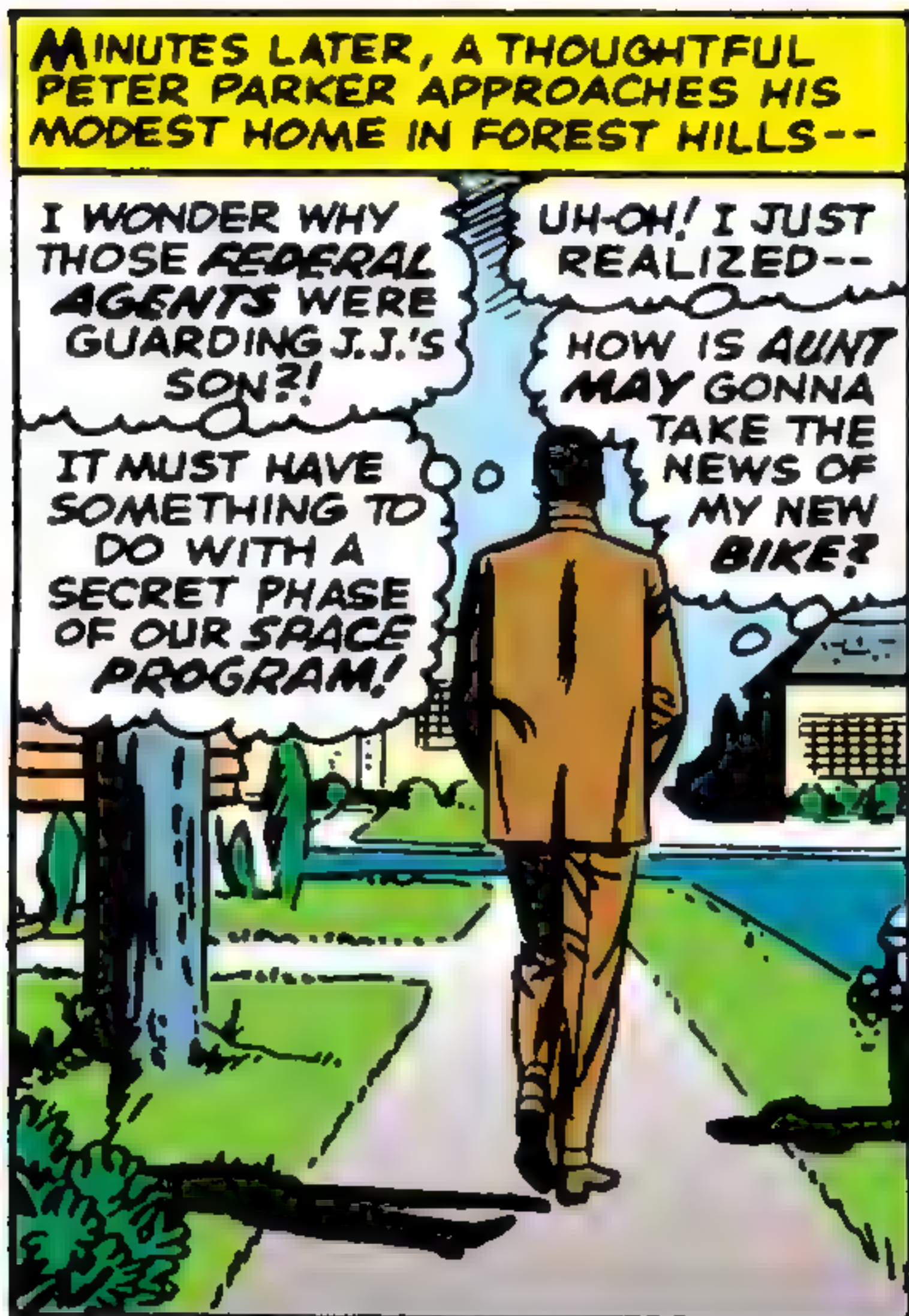




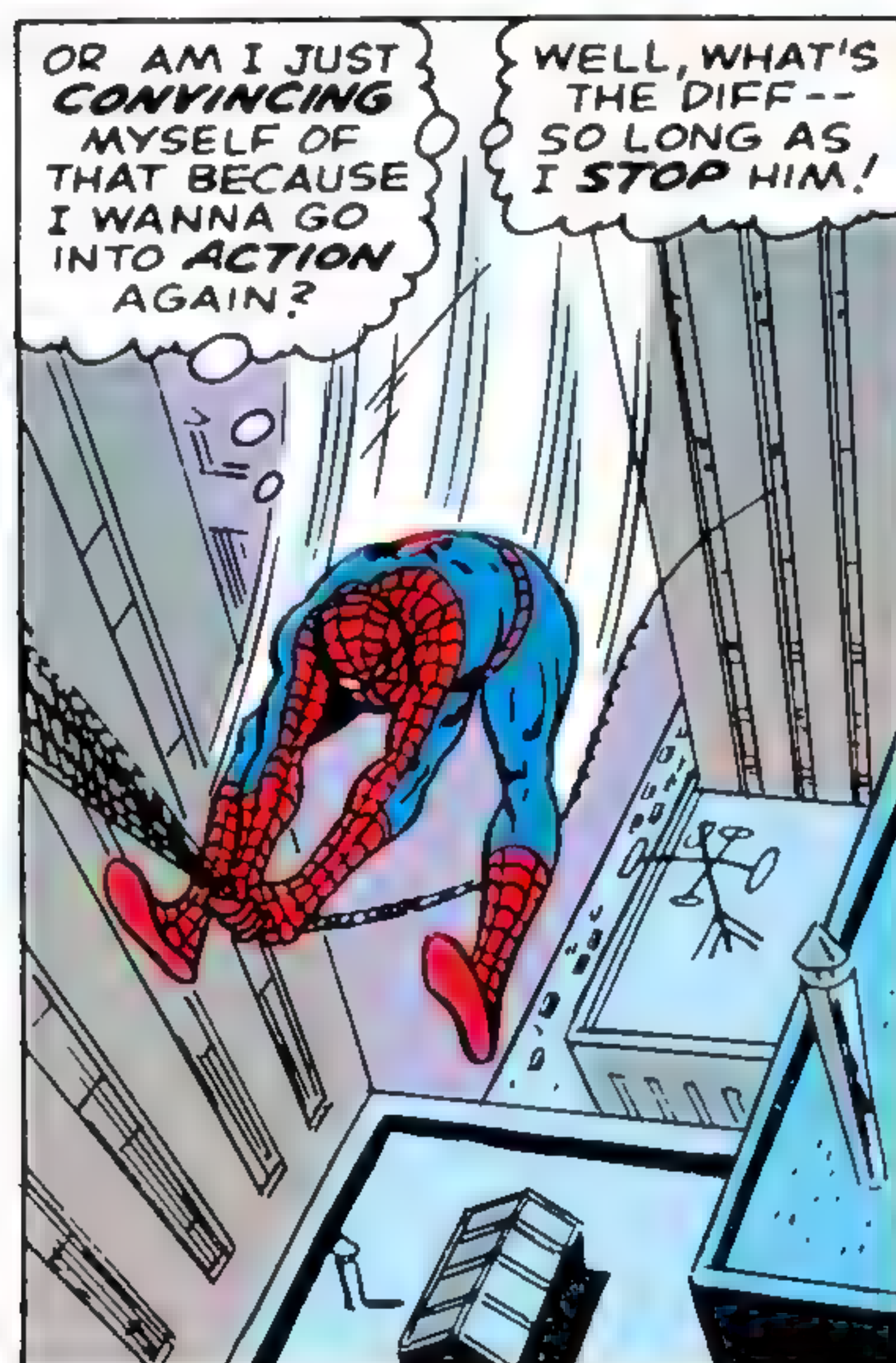
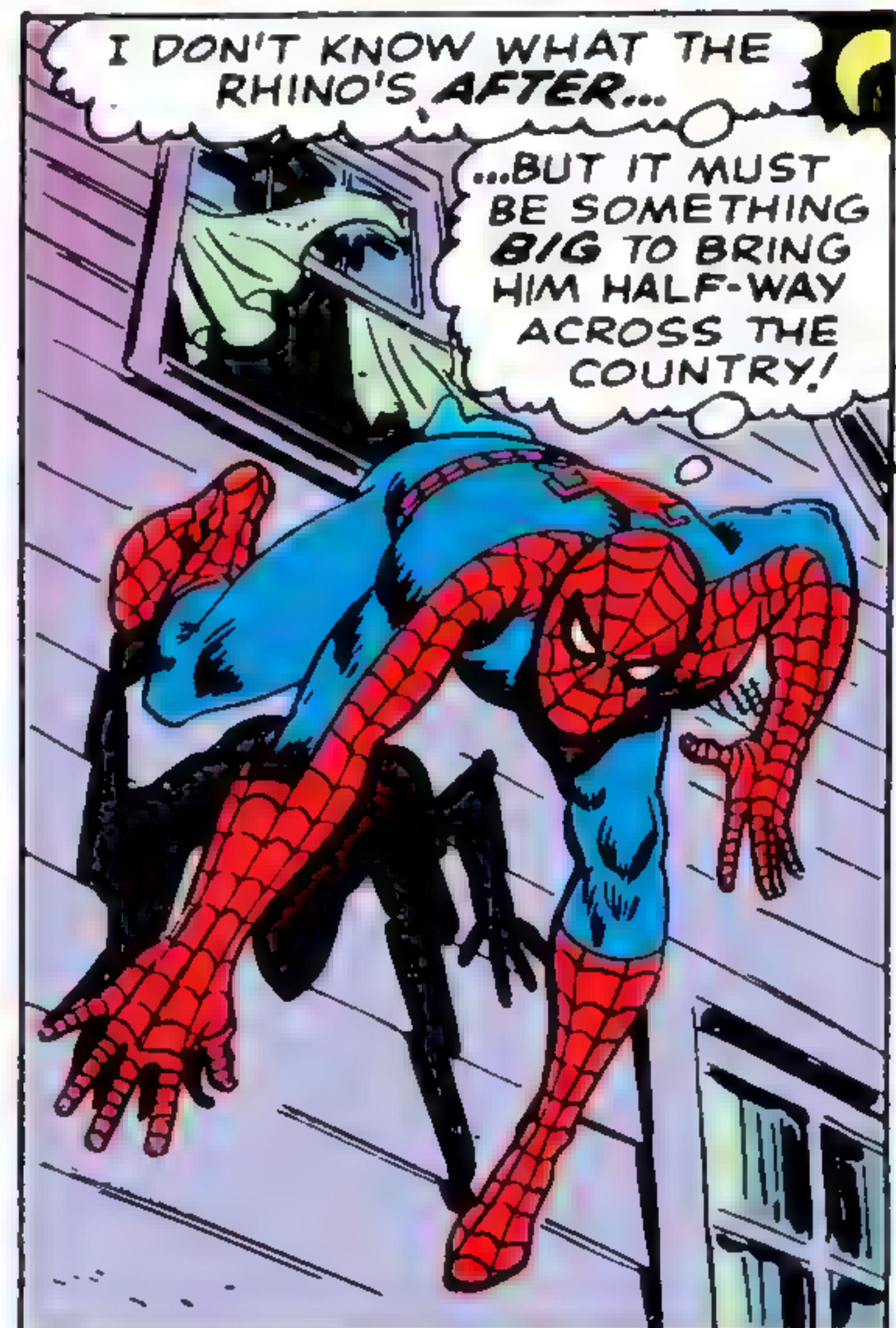
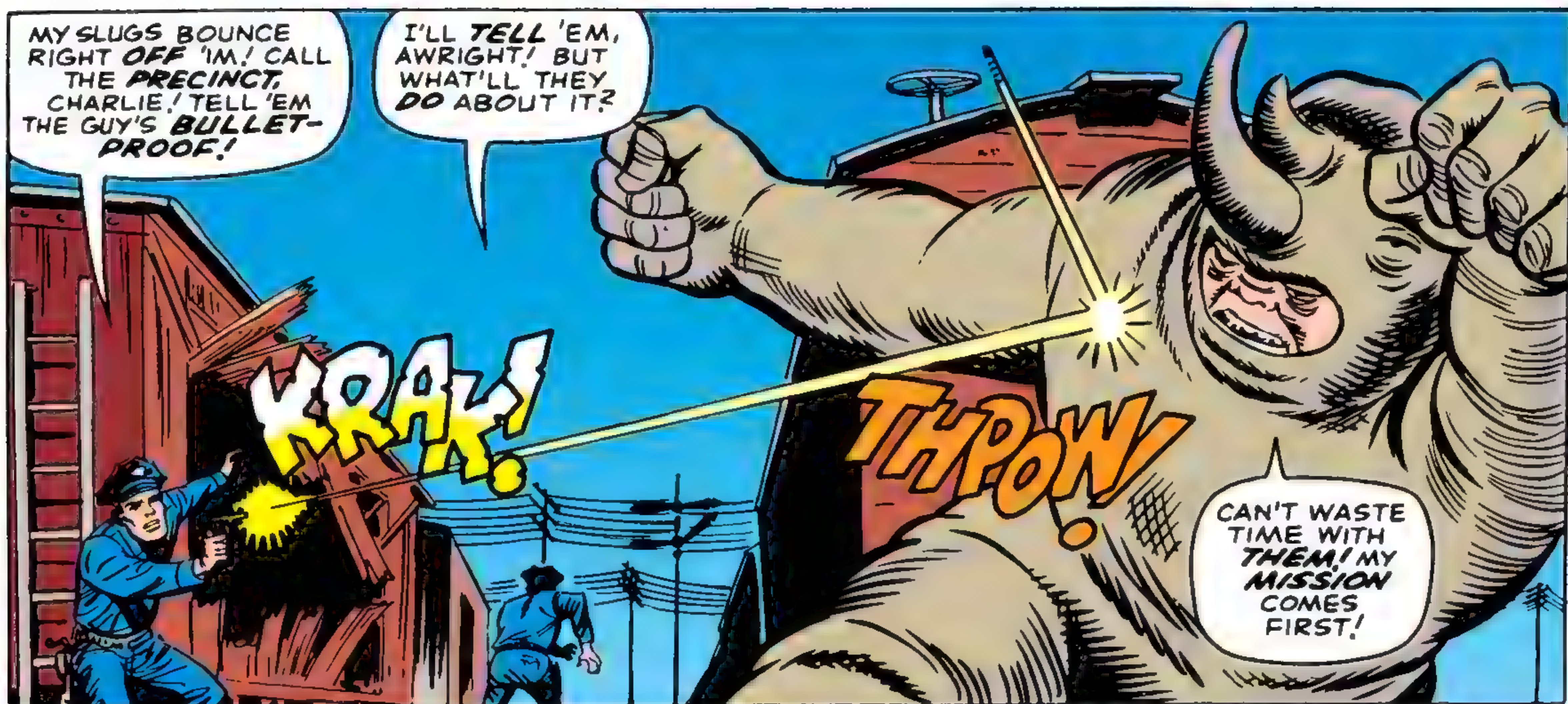




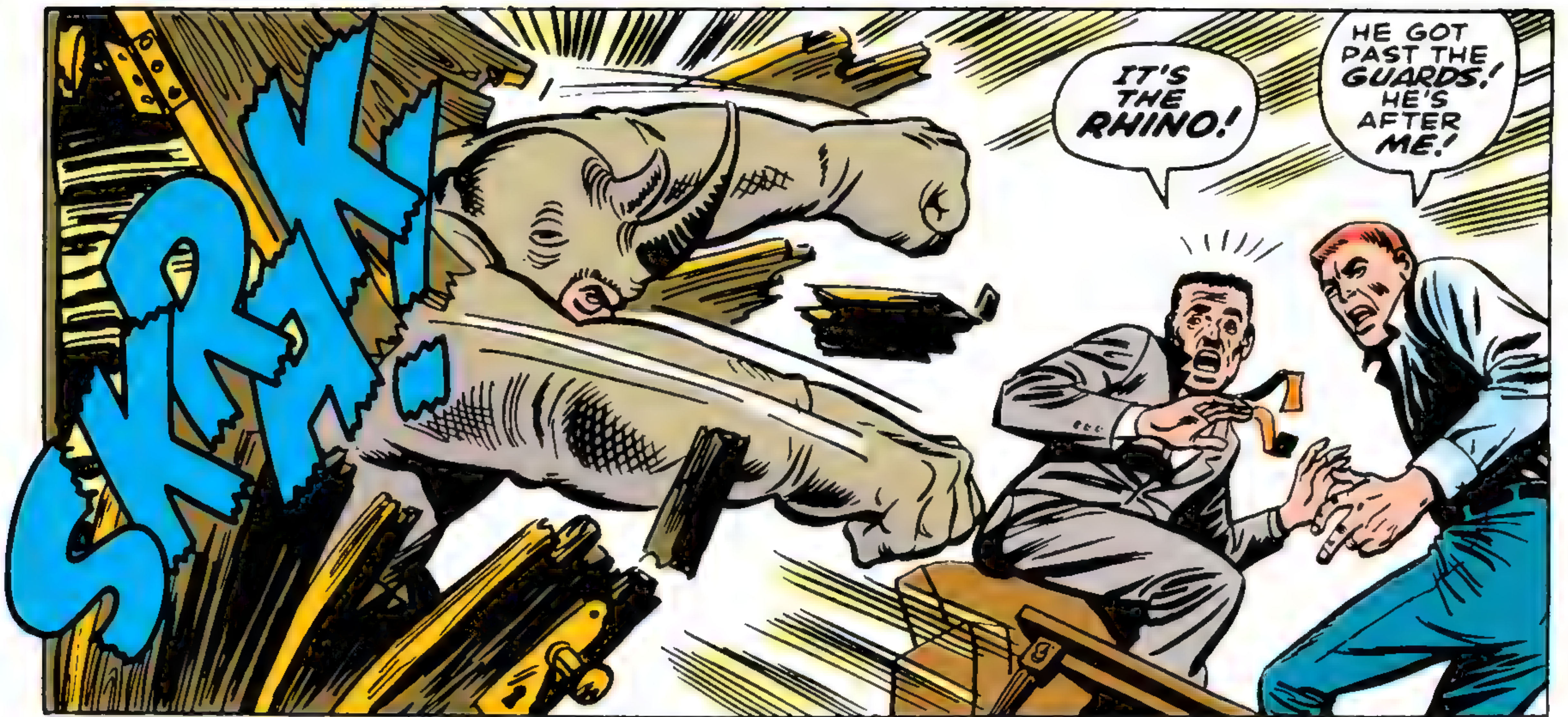








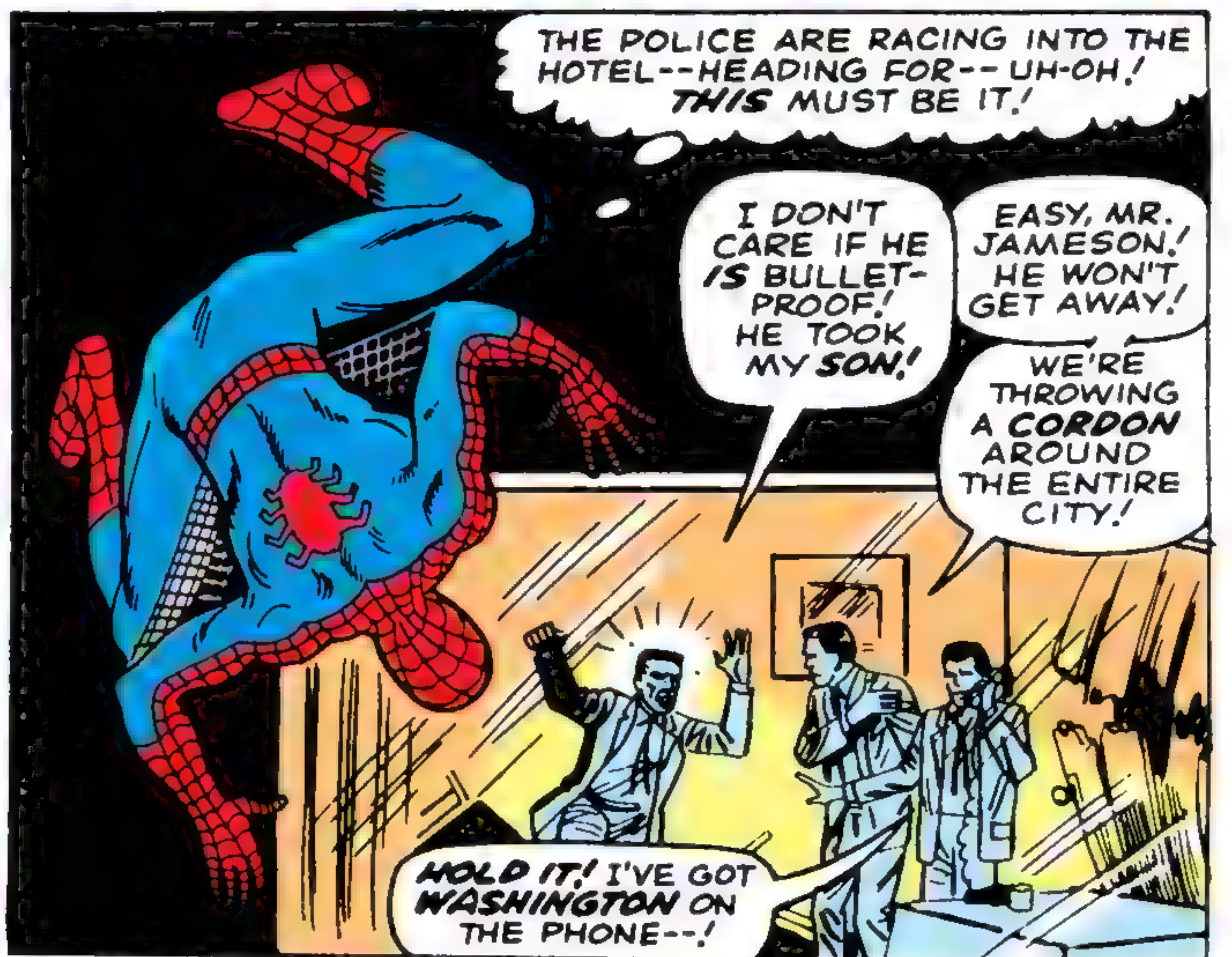




SECONDS LATER, THE PIERCING WAIL OF POLICE SIRENS LEADS OUR WALL-CRAWLING WONDER TO A MIDTOWN HOTEL--

SQUAD CARS--CONVERGING ACROSS THE STREET!

HOPE I'M NOT TOO LATE!



THE POLICE ARE RACING INTO THE HOTEL--HEADING FOR--UH-OH! THIS MUST BE IT!

I DON'T CARE IF HE IS BULLET-PROOF! HE TOOK MY SON!

EASY, MR. JAMESON! HE WON'T GET AWAY!

WE'RE THROWING A CORDON AROUND THE ENTIRE CITY!

HOLD IT! I'VE GOT WASHINGTON ON THE PHONE--!

THAT'S ALL I NEED TO KNOW!

THE RHINO WAS AFTER JAMESON'S SON--THAT'S WHY THE GUARDS!

HE CAN'T HAVE GOTTEN FAR! WITH LUCK, I'LL SPOT HIM FROM UP HERE!



OR MAYBE I'LL BE LUCKIER IF I DON'T SPOT HIM!

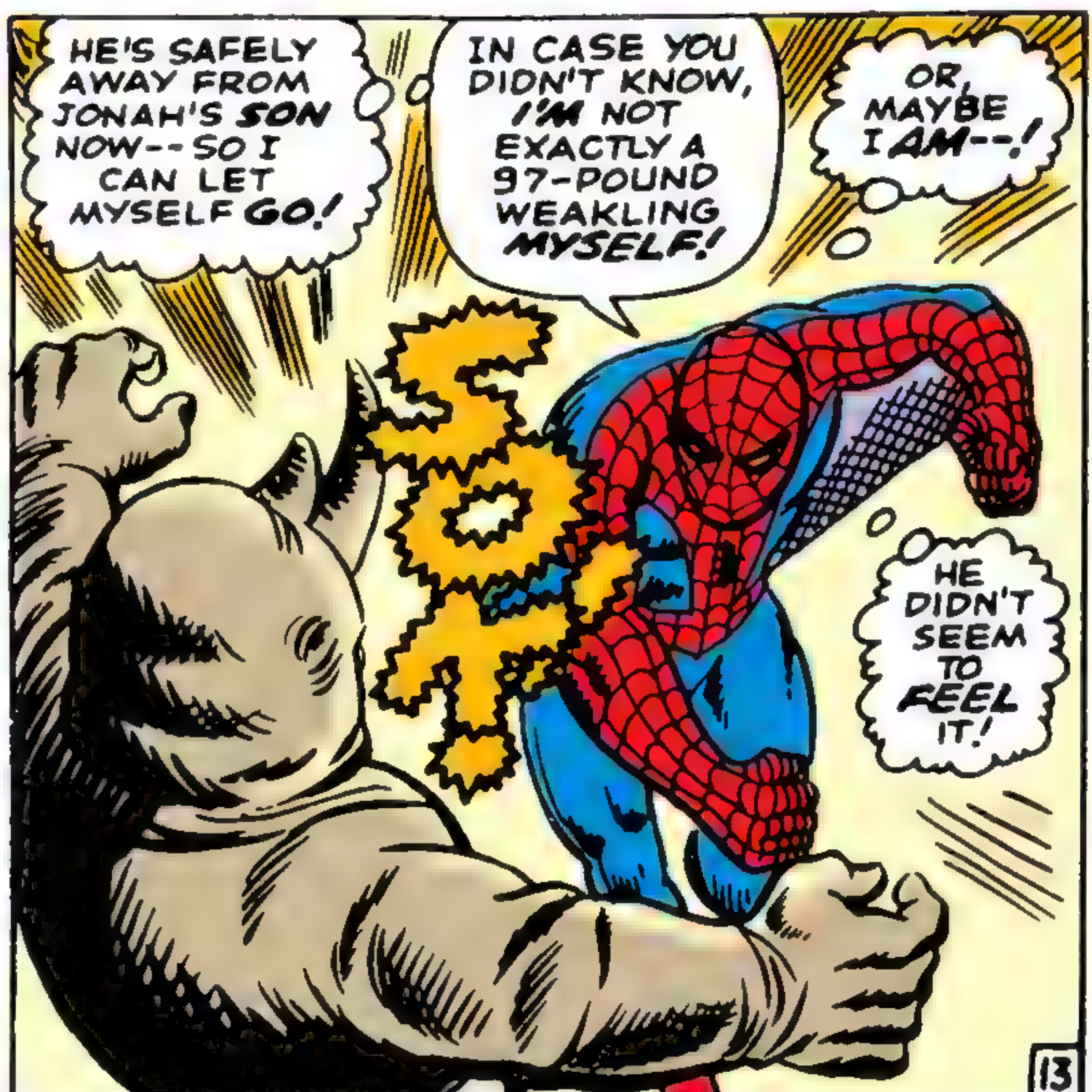
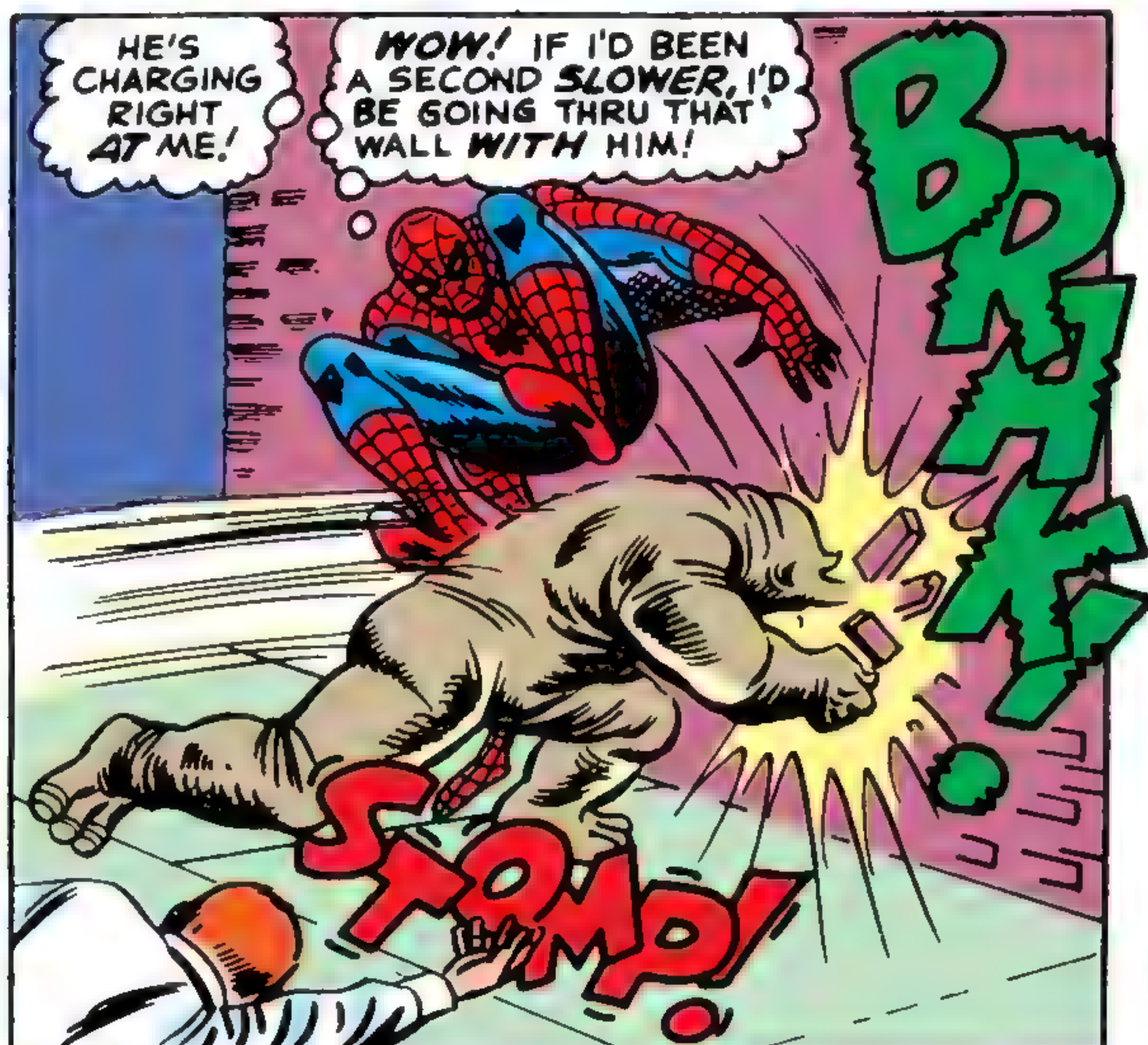
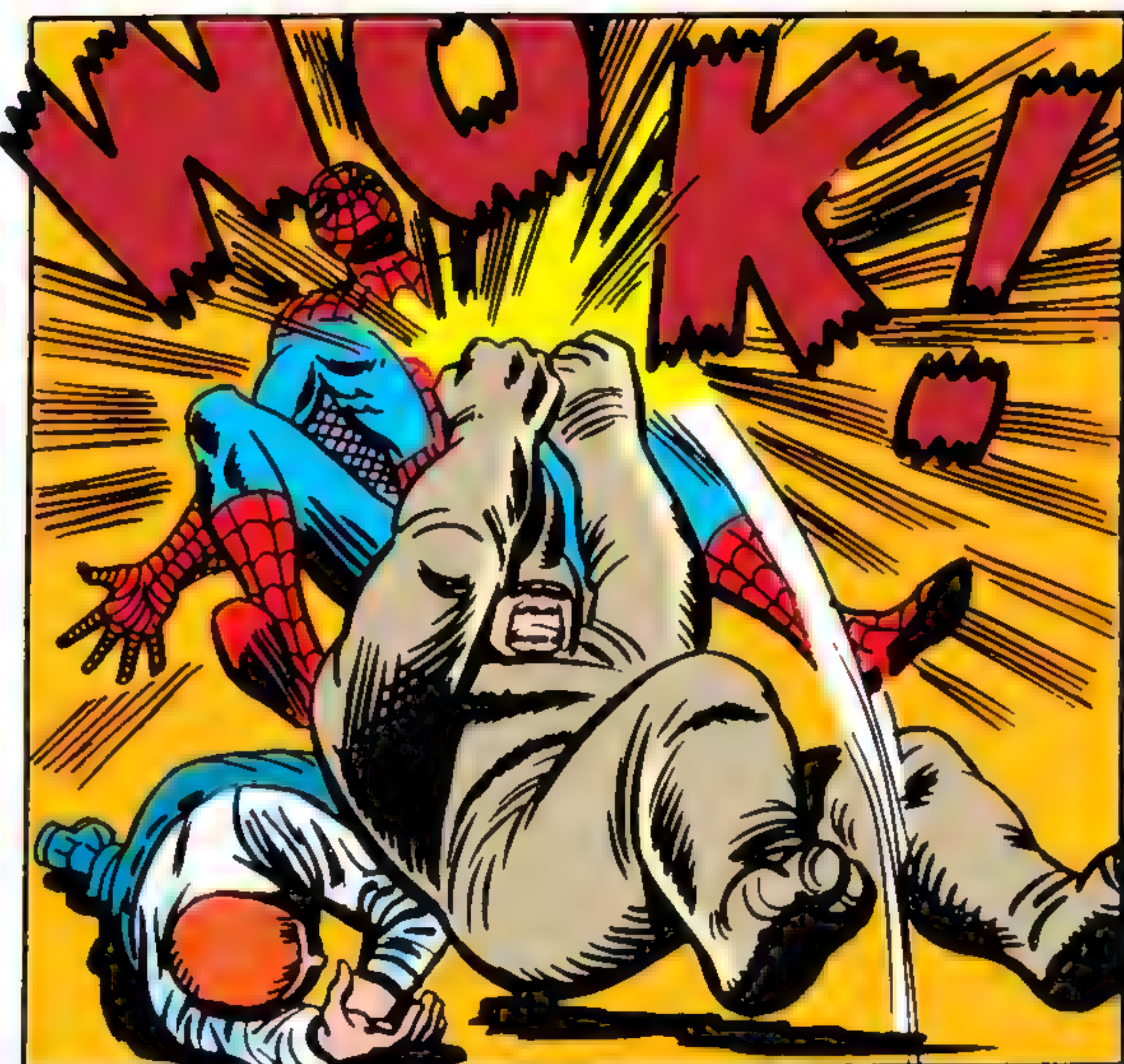
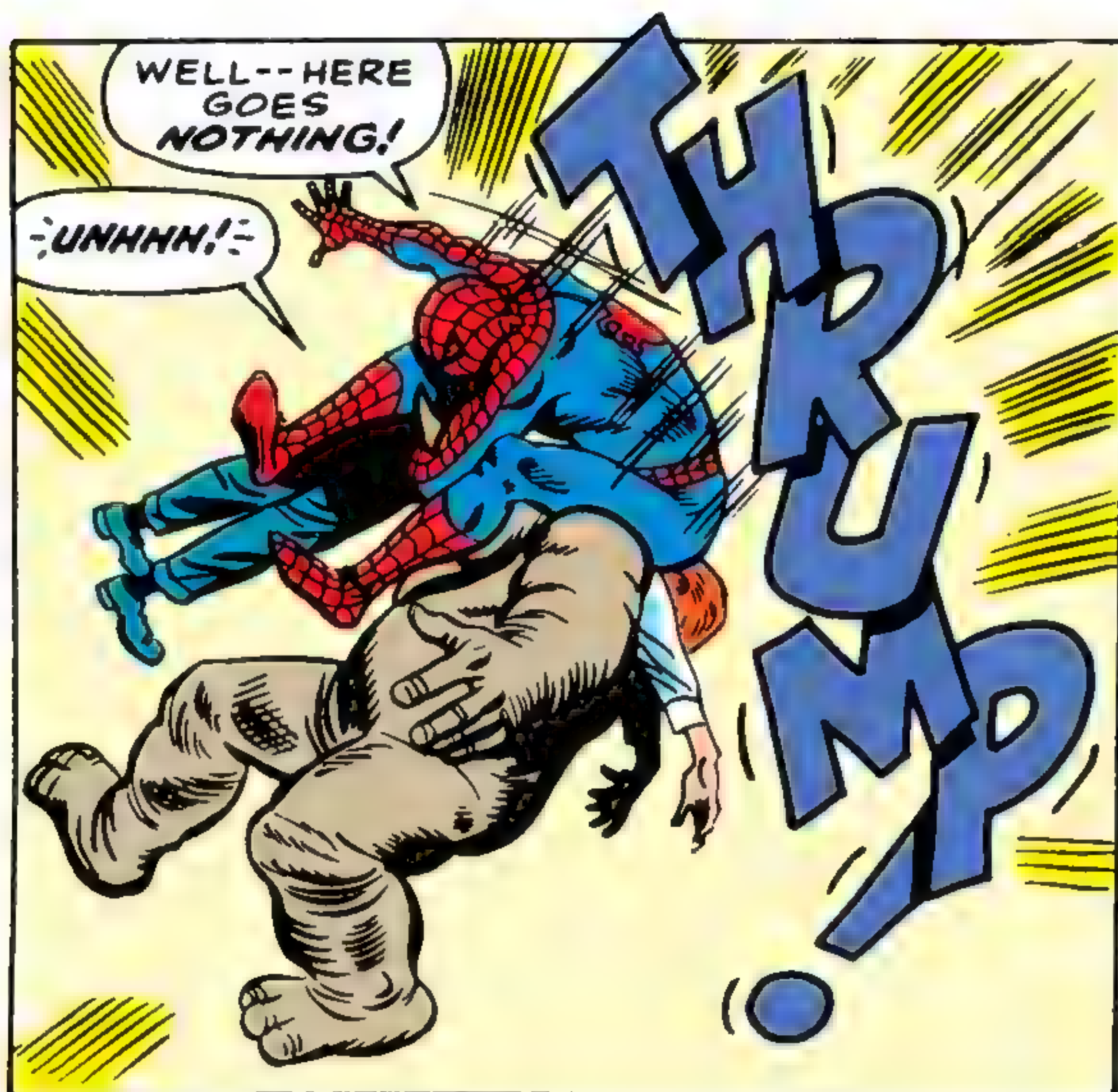
THERE HE IS--CARRYING COLONEL JAMESON AS THOUGH HE'S WEIGHTLESS!

HE'LL BE GONE BY THE TIME THE POLICE GET HERE--SO IT'S UP TO OL' SPIDEY AGAIN!

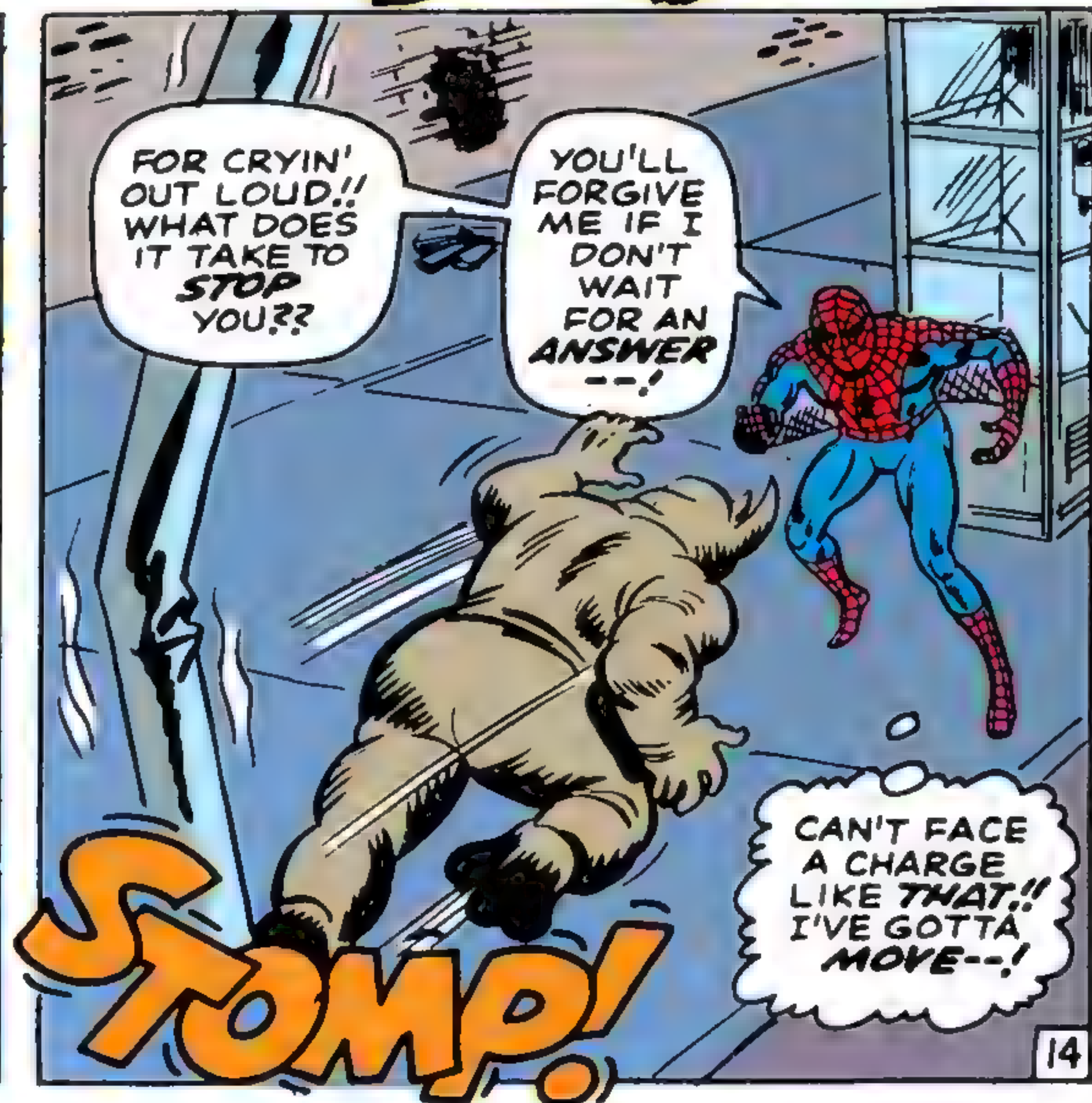
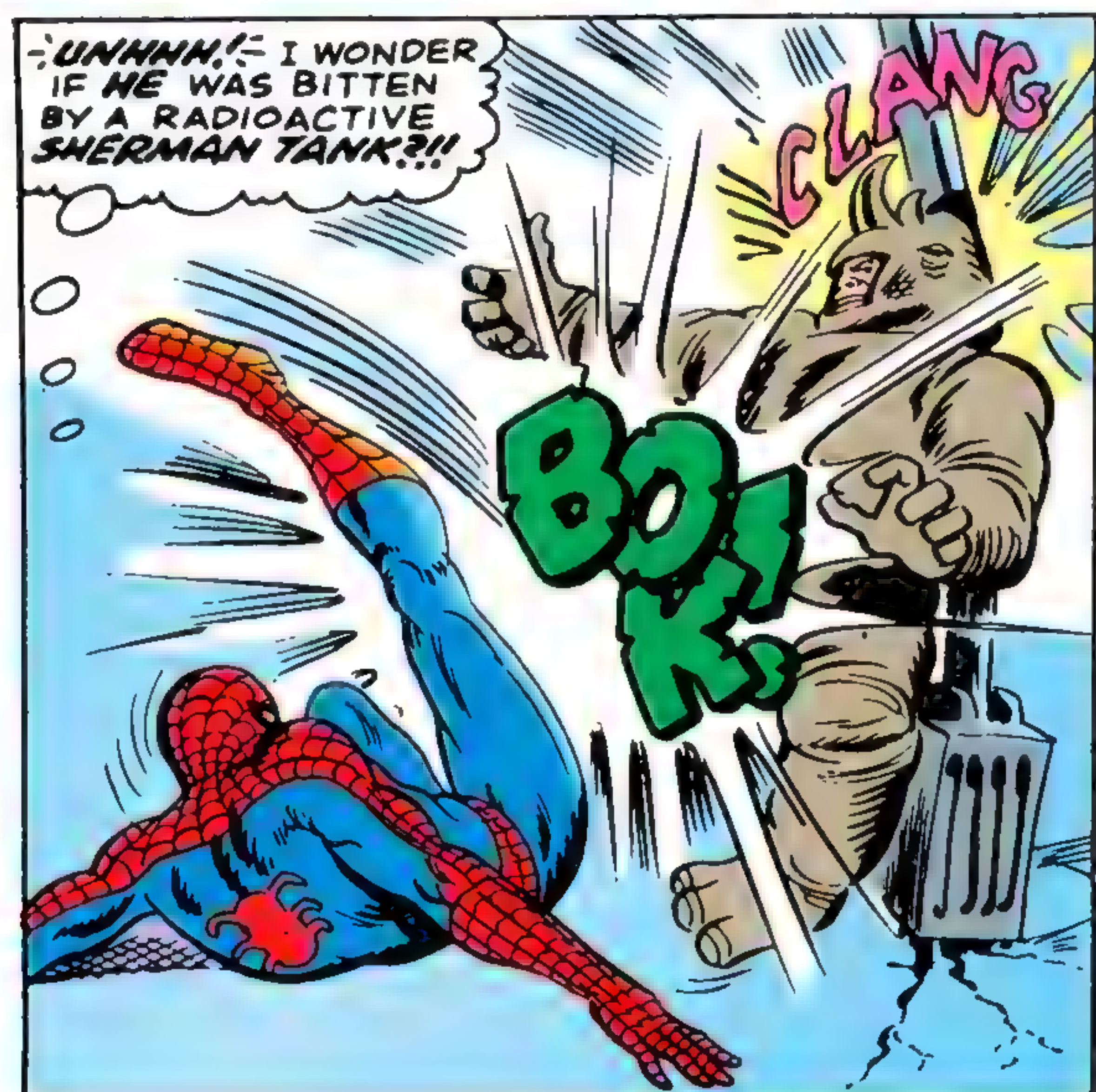
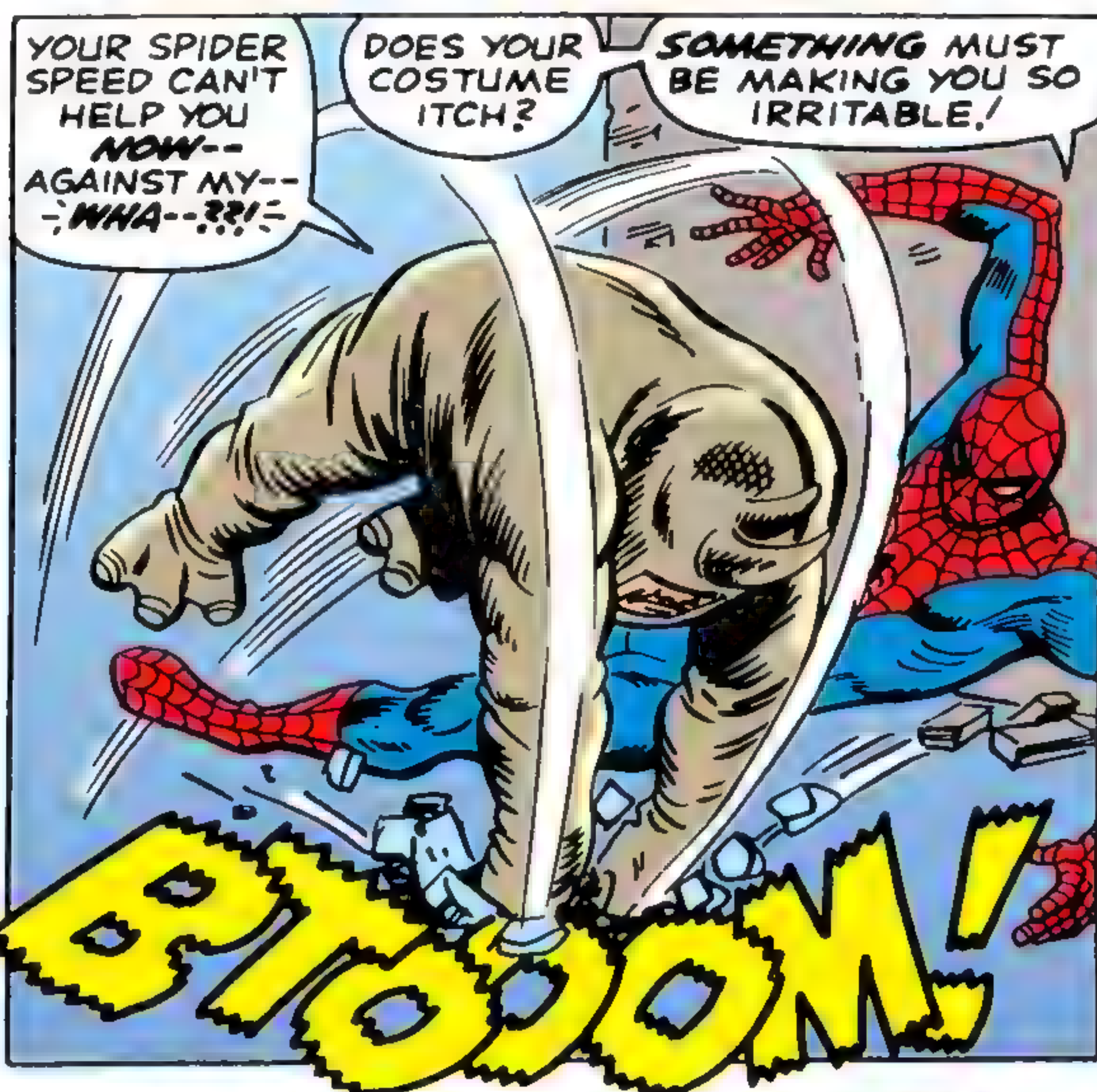
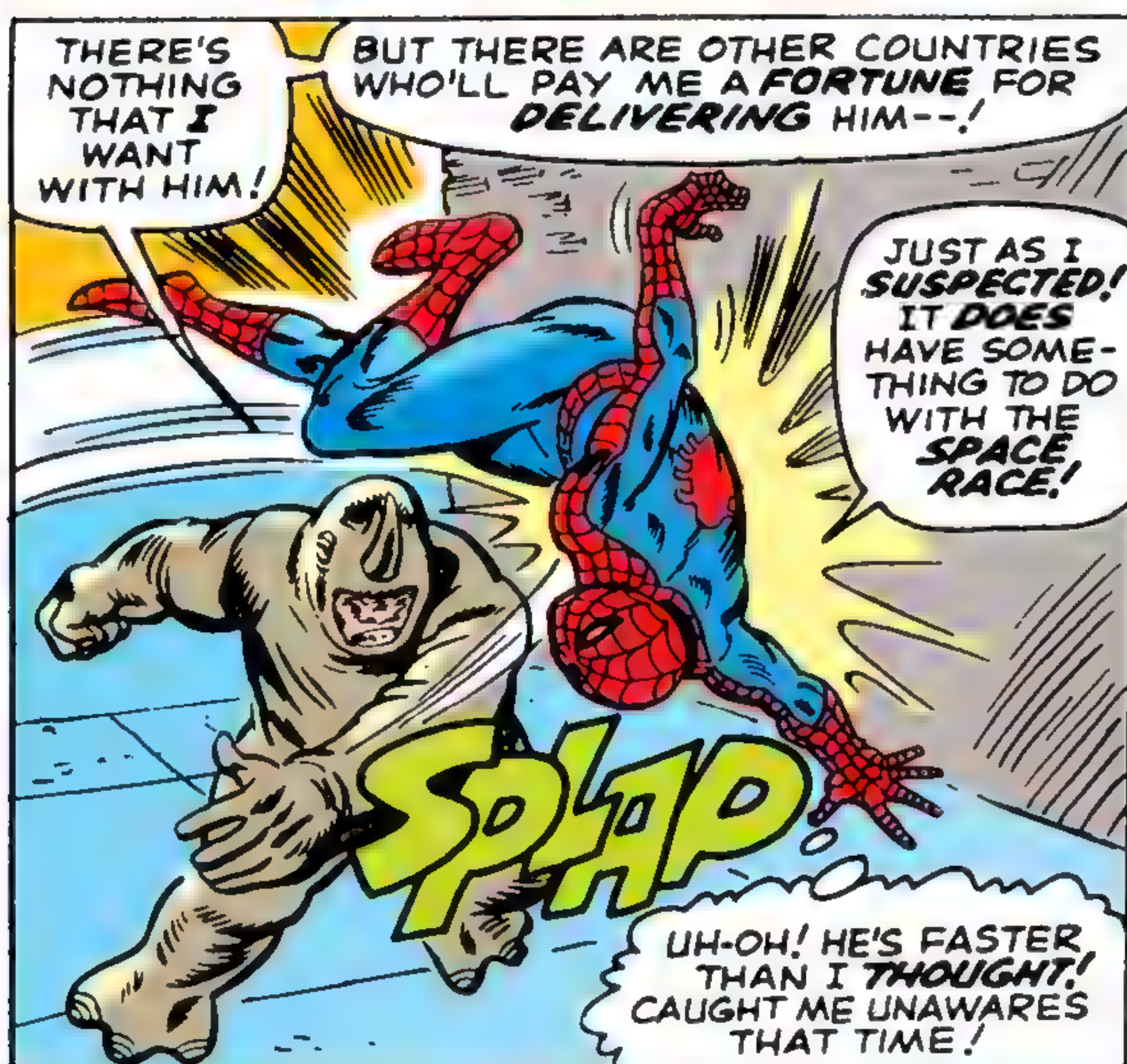
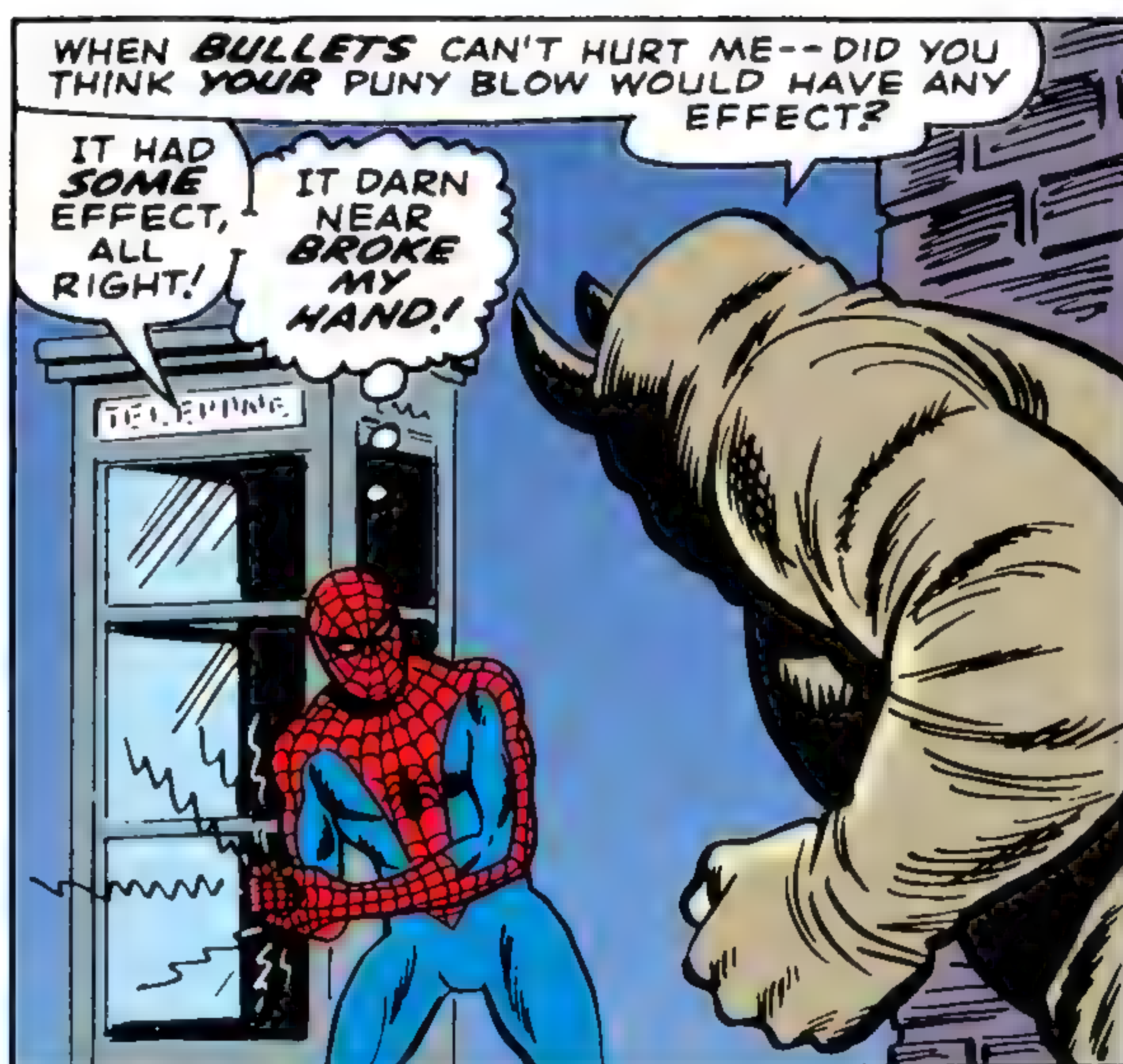


STOMP! STOMP!











AND MOVE HE DOES-- AS ONLY SPIDEY CAN--!

SIRENS!! THE POLICE ARE ON THE WAY! BUT THEY WON'T REACH HERE FOR ANOTHER FEW MINUTES!

HEY, RHINY-- WOULDN'T IT HAVE BEEN EASIER JUST TO DROP A DIME IN THE SLOT?

MOCK ME, WILL YOU? YOU'LL LIVE TO REGRET THAT!

STOMP!

SO FAR, SO GOOD! IN HIS RAGE, HE'S FORGOTTEN ABOUT JONAH'S SON!

IF I CAN JUST KEEP HIM BUSY UNTIL THE RIOT SQUAD ARRIVES--!

NOBODY HAS EVER MADE A FOOL OF THE RHINO!!

CAREFUL, SPIDEY! HE'S GETTING SET TO CHARGE AGAIN!

NO? WHAT ABOUT THE CLOWN WHO DESIGNED THOSE GOOFY THREADS OF YOURS?

I'LL GET YOU OFF THAT PERCH, YOU STUPID, SMIRKING STRINGBEAN!

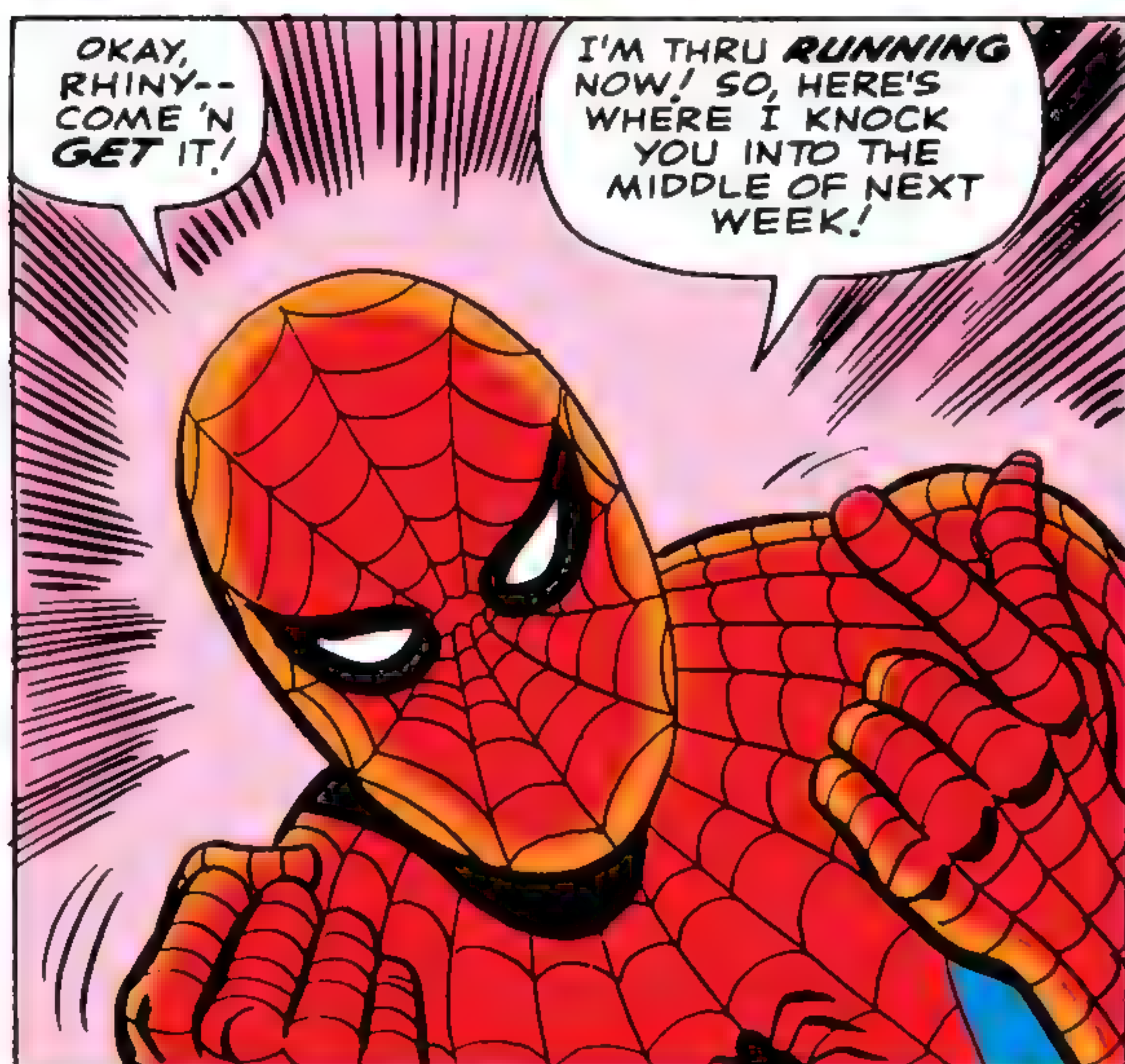
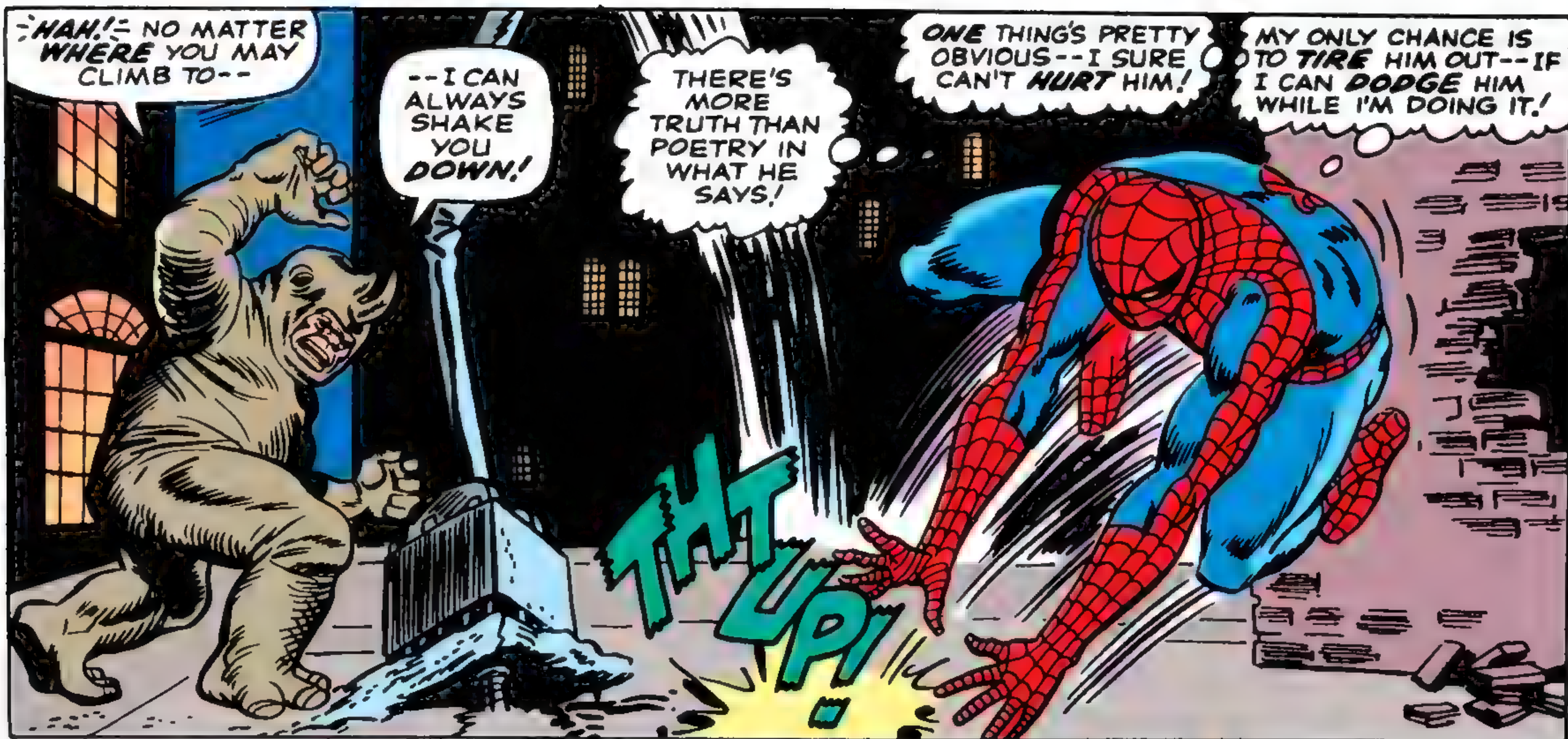
WHY DIDN'T YOU JUST ASK?

I WAS LEAVING ANYWAY!

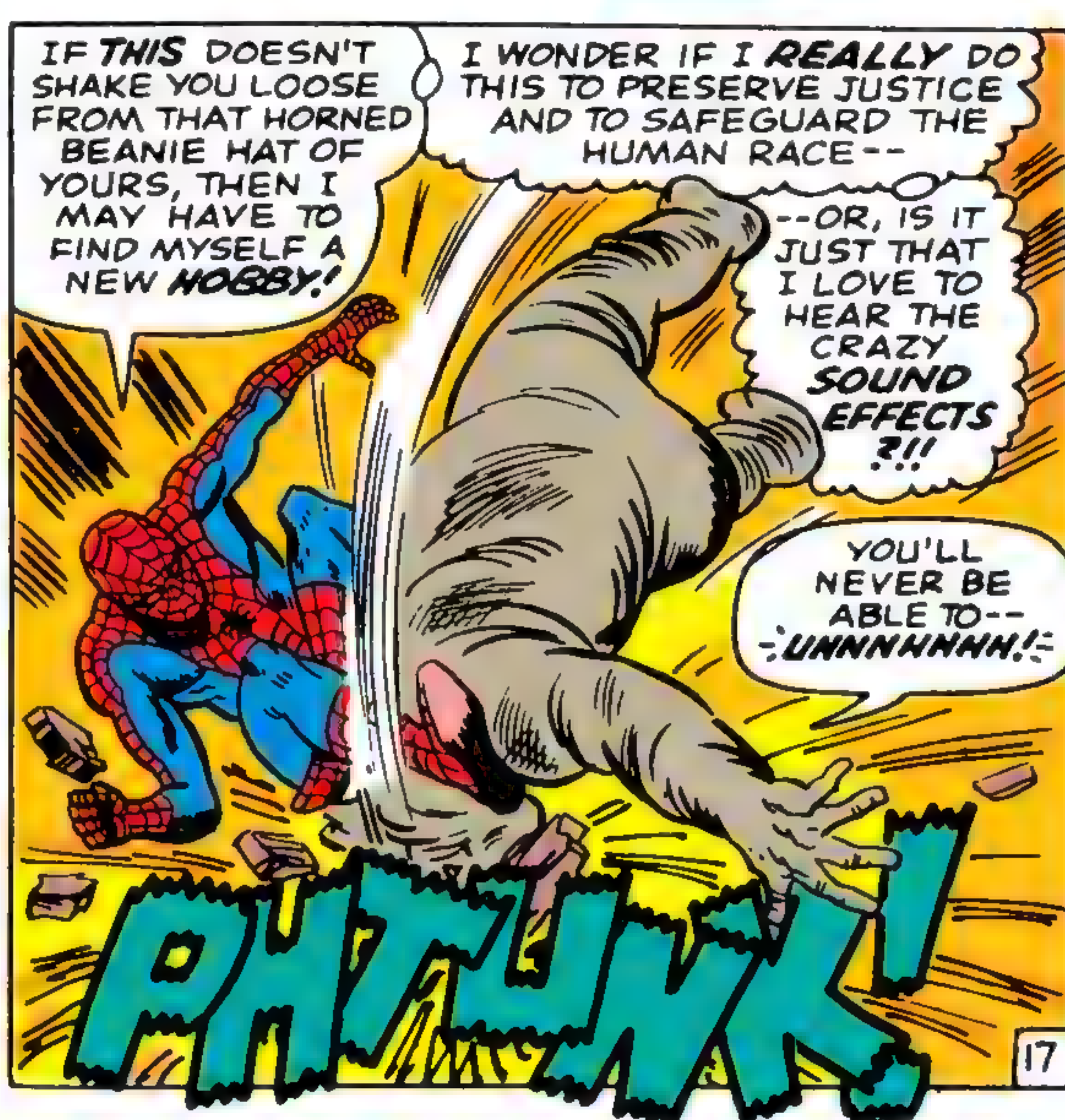
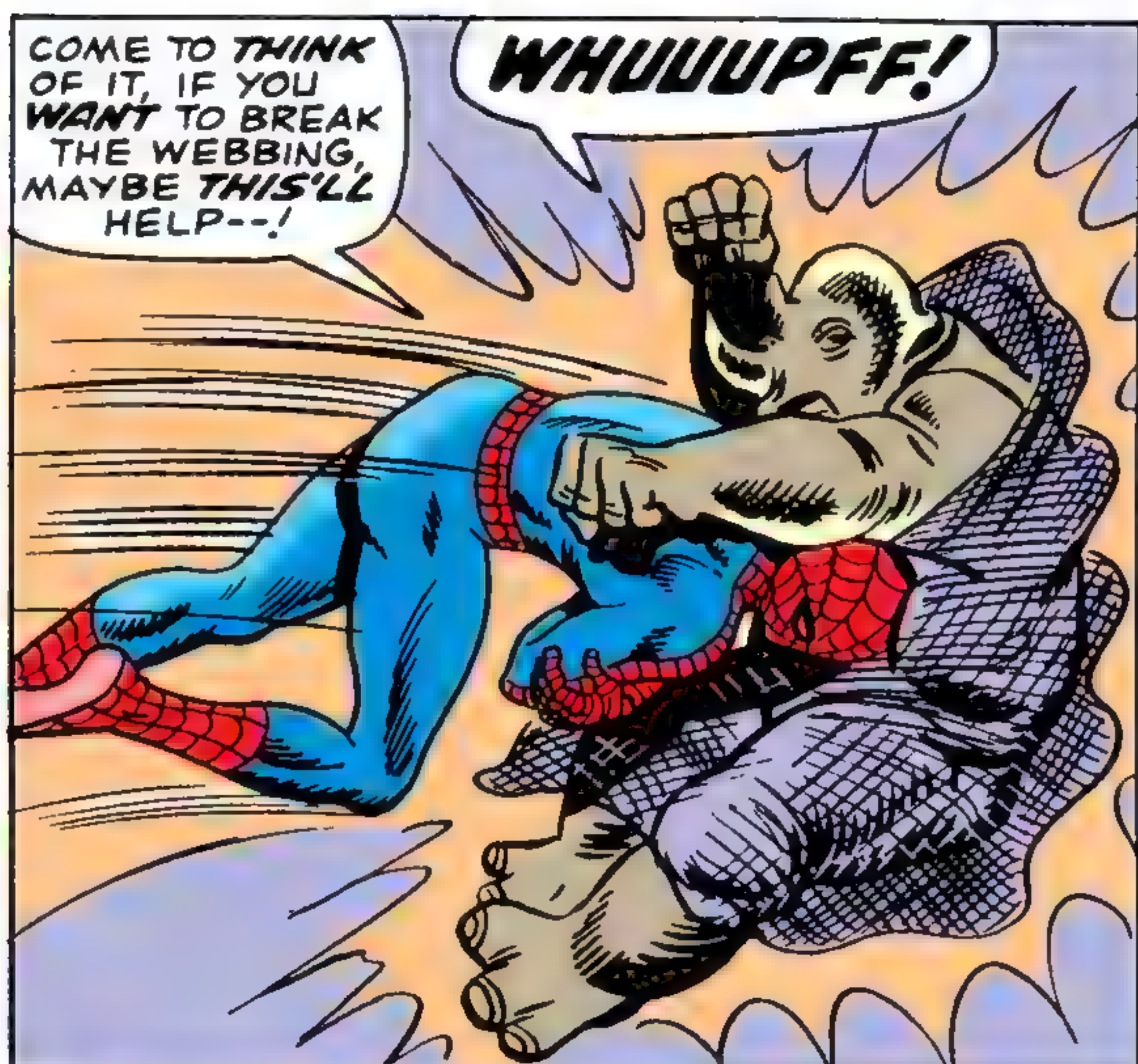
KLANG!

STOMP!

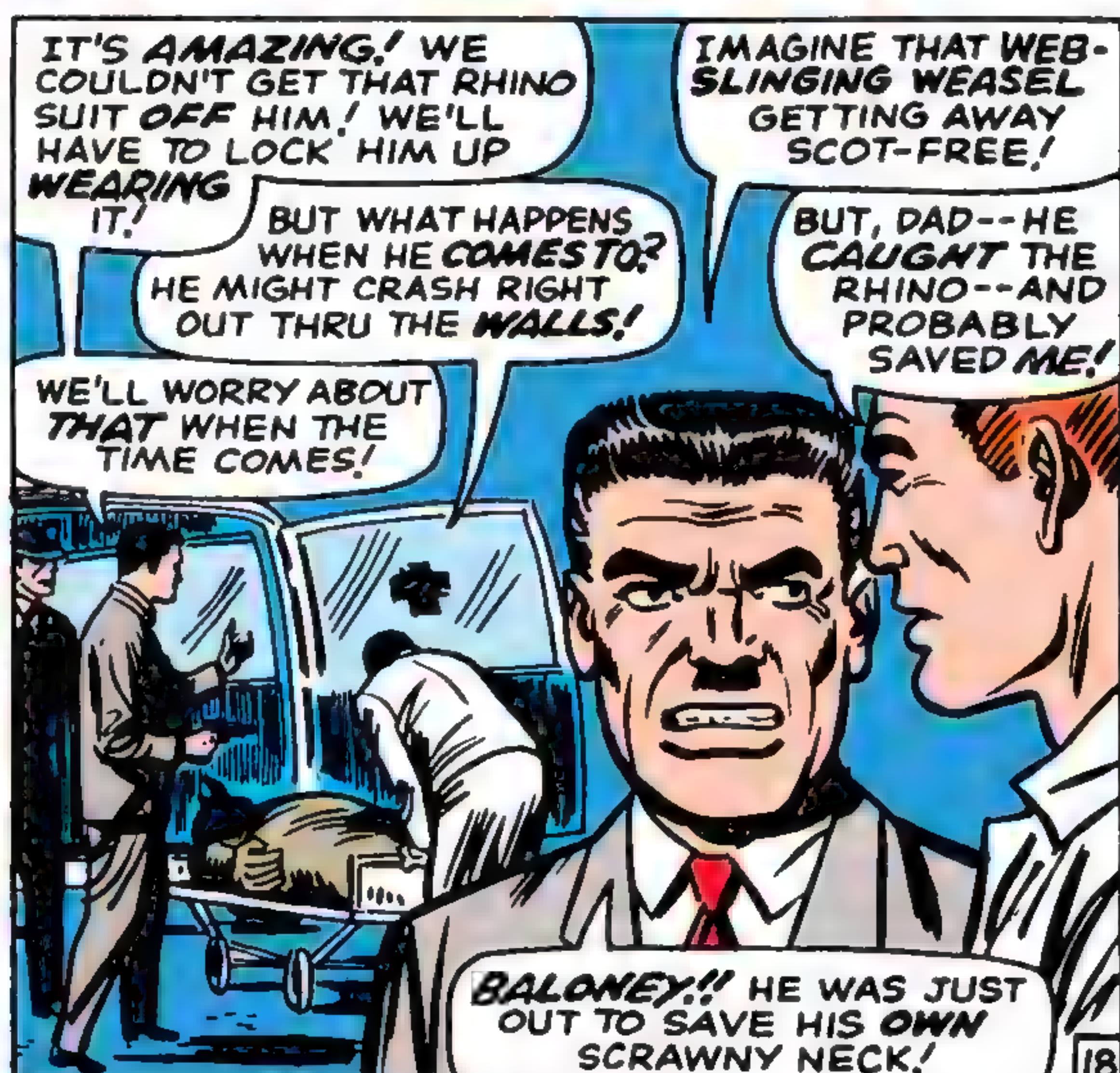








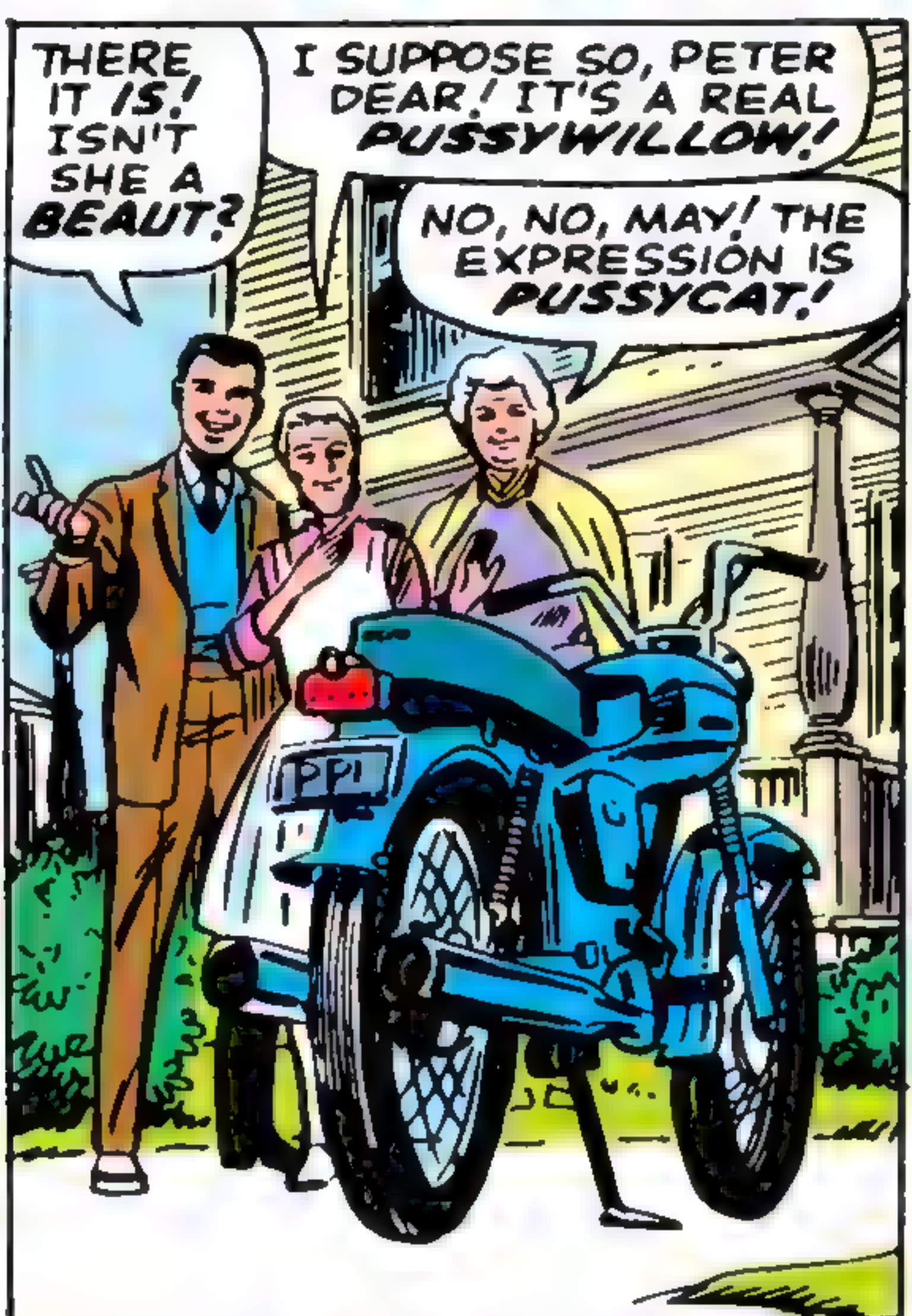
















**MARVEL**  
COMICS  
GROUP

12¢ 42  
IND. NOV

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

# the AMAZING SPIDER-MAN

"THE BIRTH OF A  
SUPER-HERO!"



# "The BIRTH OF A SUPER-HERO!"

**NOPE! YOU'RE NOT LOOKING AT SOMEONE *DISGUISED AS SPIDEY...OR IMITATING SPIDEY!* NOR ARE YOU WITNESSING AN *IMAGINARY, OR A DREAM SEQUENCE!* SINCE THIS IS AN AUTHENTIC, HONEST-TO-MERRY-MARTY-GOODMAN MARVEL MAG, THIS SCENE IS REALLY HAPPENING! BUT, IS OUR FAVORITE WEB-HEAD *ACTUALLY* COMMITTING A CRIME? THINK IT OVER, FRANTIC ONE, AND WE'LL CLUE YOU IN LATER..!**

**LOOK!  
UP THERE!  
IT'S  
SPIDEY!**

IT'S SPIDER-MAN...TAKING OFF WITH A MONEY-BAG FROM THE BANK!

**SIMMER DOWN, INNOCENT BYSTANDERS! THERE'S AN ANTI-NOISE ORDINANCE IN THIS TOWN!**

**STOP, THIEF!  
SOMEONE STOP  
THAT WALL-CRAWLING  
CROOK! DON'T LET  
HIM GET AWAY!**

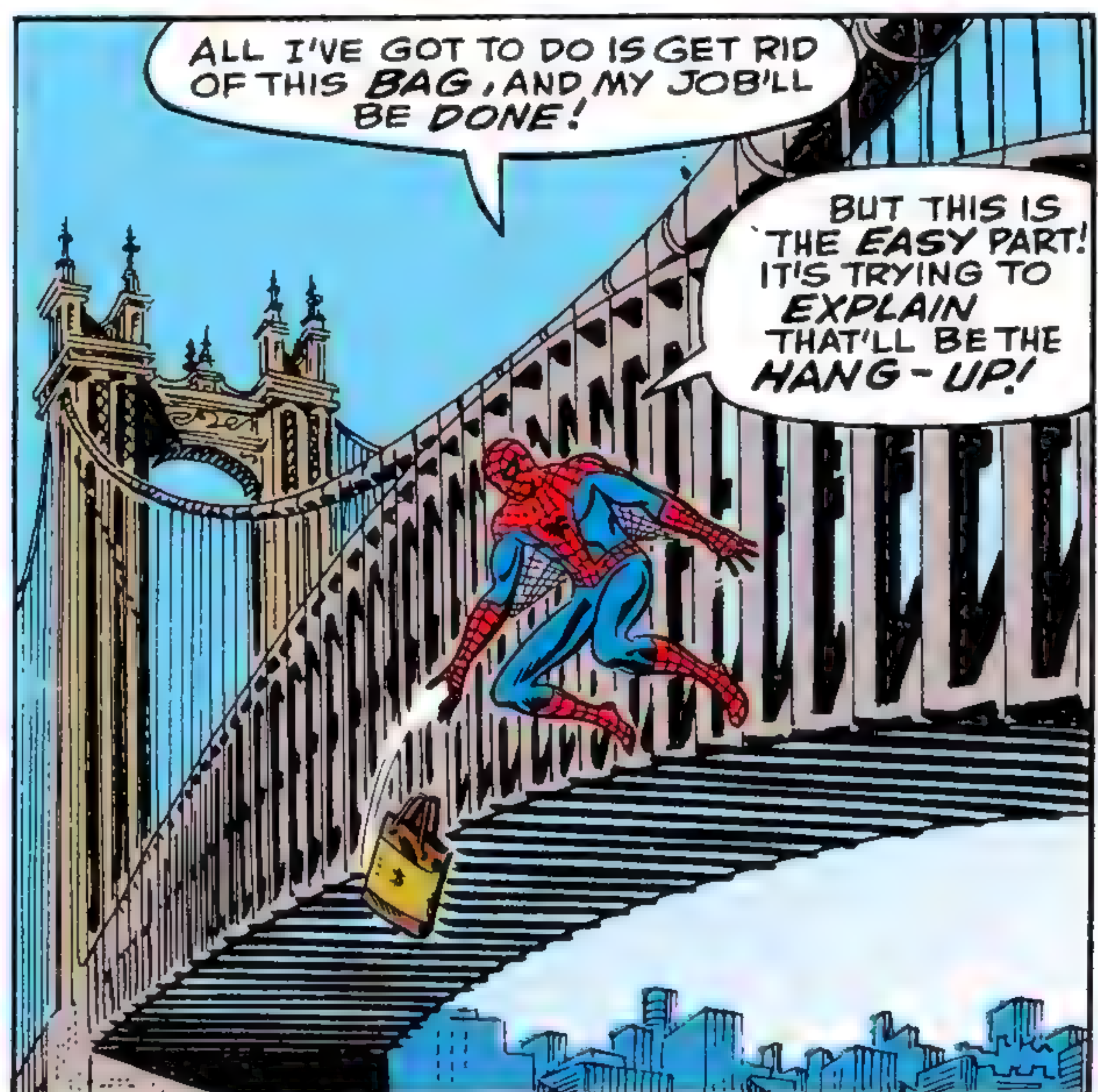
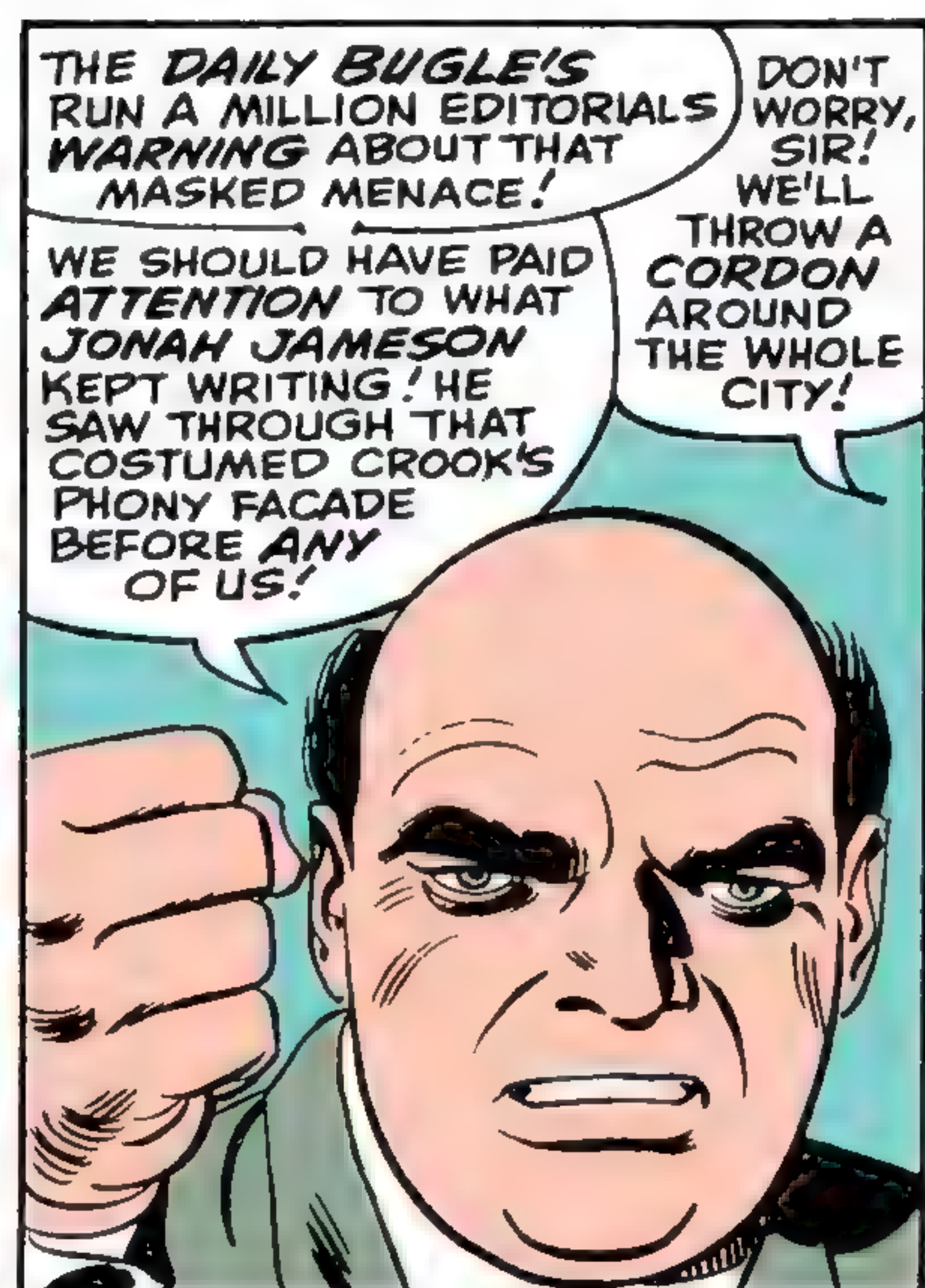
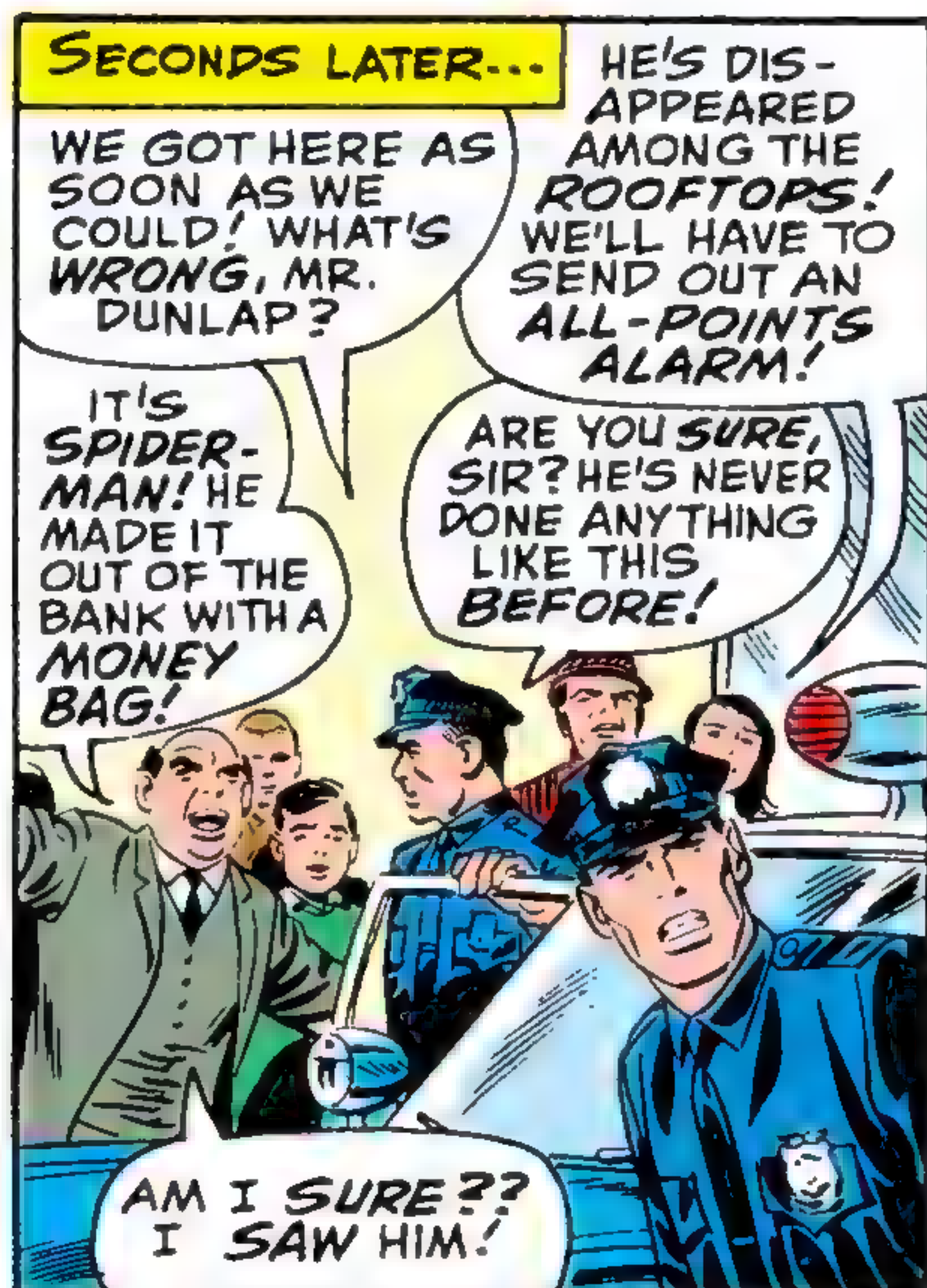
IT'S TOO LATE  
FOR ANYONE  
TO GET HIM  
NOW!

THEN...  
HE IS THE  
MENACE  
PEOPLE HAVE  
SAID HE  
WAS!

PRODUCED BY THE BATTY  
BULLPEN'S SWINGIN'EST  
SPIDOPHILES...

**SMILIN' STAN LEE, WRITER**  
**JAZZY JOHNNY ROMITA,**  
**ARTIST**  
**SLAMMIN' SAMMY ROSEN,**  
**LETTERER**







WHILE, AT KENNEDY AIRPORT...

I ENJOYED YOUR VISIT, SON! NOW DON'T WORRY ABOUT THOSE SPORES YOU CONTACTED DURING YOUR SPACE WALK! THEY DON'T MEAN A THING!

SURE, DAD! YOU'RE PROBABLY RIGHT! SAY...IT'S GETTING HOT...!

WHAT'S WRONG, JOHN? WHAT IS IT, BOY? YOU LOOK SO FLUSHED ALL OF A SUDDEN...!

I DON'T KNOW! I FEEL HOT... MY HEAD'S SPINNING 'ROUND... NOW THE FEVER'S LEAVING ME, BUT... I'M GROGGY... CAN HARDLY KEEP MY BALANCE...!

NO...IT'S NOT THE FLU! IT CAN'T BE!

I...I CAN HARDLY STAND! AND MY CLOTHES... THEY'RE SHRINKING... I...I'M BEGINNING TO BUST OUT OF THEM...!

OHHHHHH...

CRACK!

MAYBE IT'S THE FLU! I'LL CALL A DOCTOR!

YOU...YOU SMASHED THAT METAL PILLAR LIKE A TOOTHPICK!

AND...THAT MARBLE AND STEEL COUNTER TOP...IT SNAPPED THE SECOND YOU TOUCHED IT!

DAD!...WHAT'S HAPPENING TO ME?? WHAT'S HAPPENING!!?

FTOK!

YOUR CLOTHES DIDN'T SHRINK! IT'S YOU... YOU'VE GOTTEN BIGGER!!

AND STRONGER! I FEEL AS THOUGH...I CAN DO... ANYTHING!

THE DIZZINESS PASSED! I'VE GOT MY BALANCE BACK! NOW I CAN... WHA...??!

MY MUSCLES!! THEY'RE TOO STRONG! THE SLIGHTEST MOTION SENT ME HURLING THROUGH THE WALL!

I HARDLY EVEN FELT THE IMPACT! IT MUST BE THOSE SPORES... THEY'VE TURNED ME INTO...INTO... WHAT??

EASY, SON...EASY! HERE COME THE TWO FEDERAL AGENTS WHO'VE BEEN GUARDING YOU!

WE'VE BEEN EXPECTING SOMETHING LIKE THIS! WE'VE GOT TO GET HIM TO OUR LAB...ON THE DOUBLE!

CRASH!



**AND SO...** THIS IS WHY ENEMY AGENTS HIRED THE **RHINO** TO CAPTURE COLONEL JAMESON! THEY **ALSO** ANTICIPATED THE DEVELOPMENT!

OF **COURSE!** IF THOSE BLASTED SPORES HAVE INCREASED MY SON'S **STRENGTH**, THEY'D BE ONE OF THE MOST VALUABLE **MILITARY SECRETS** OF ALL!



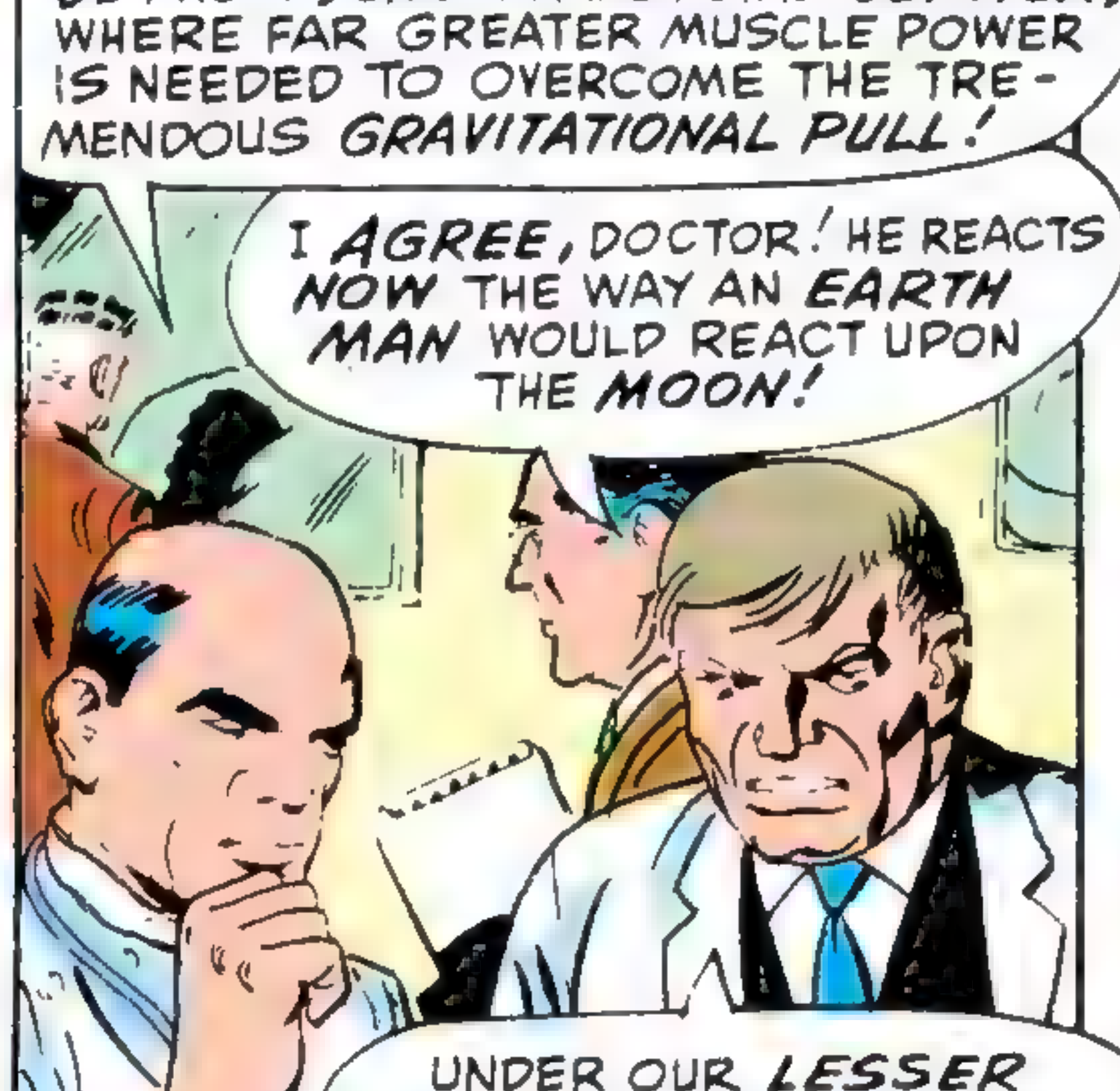
WE'LL FIND OUT FOR **SURE** AS SOON AS WE REACH OUR **LAB!**

**THEN, EXACTLY SIXTY MOMENTOUS MINUTES LATER...**

THE SPORES MUST BE FROM SOME PLANET LIKE **JUPITER**, WHERE FAR GREATER MUSCLE POWER IS NEEDED TO OVERCOME THE TREMENDOUS **GRAVITATIONAL PULL!**

I **AGREE**, DOCTOR! HE REACTS **NOW** THE WAY AN **EARTH MAN** WOULD REACT UPON THE **MOON!**

UNDER OUR **LESSER GRAVITY**, HE CAN LEAP GREAT DISTANCES...AND HIS **STRENGTH** FAR **EXCEEDS** A NORMAL HUMAN'S!




BUT THE SUDDEN CONVERSION WILL PLACE A GREAT **STRAIN** UPON HIS **HEART** AND **NERVOUS SYSTEM!**

CORRECT! WE'LL DESIGN A SPECIAL **SUIT** WHICH WILL PROTECT HIM AND SLOW HIM DOWN!

WE MUST SEE TO IT THAT HE DOES NOT **EXERT** HIMSELF.. OR **INJURE** HIMSELF THROUGH CARELESSNESS!

**TONY STARK'S** OUR MAN! I'LL CONTACT HIS **LAB IMMEDIATELY!**



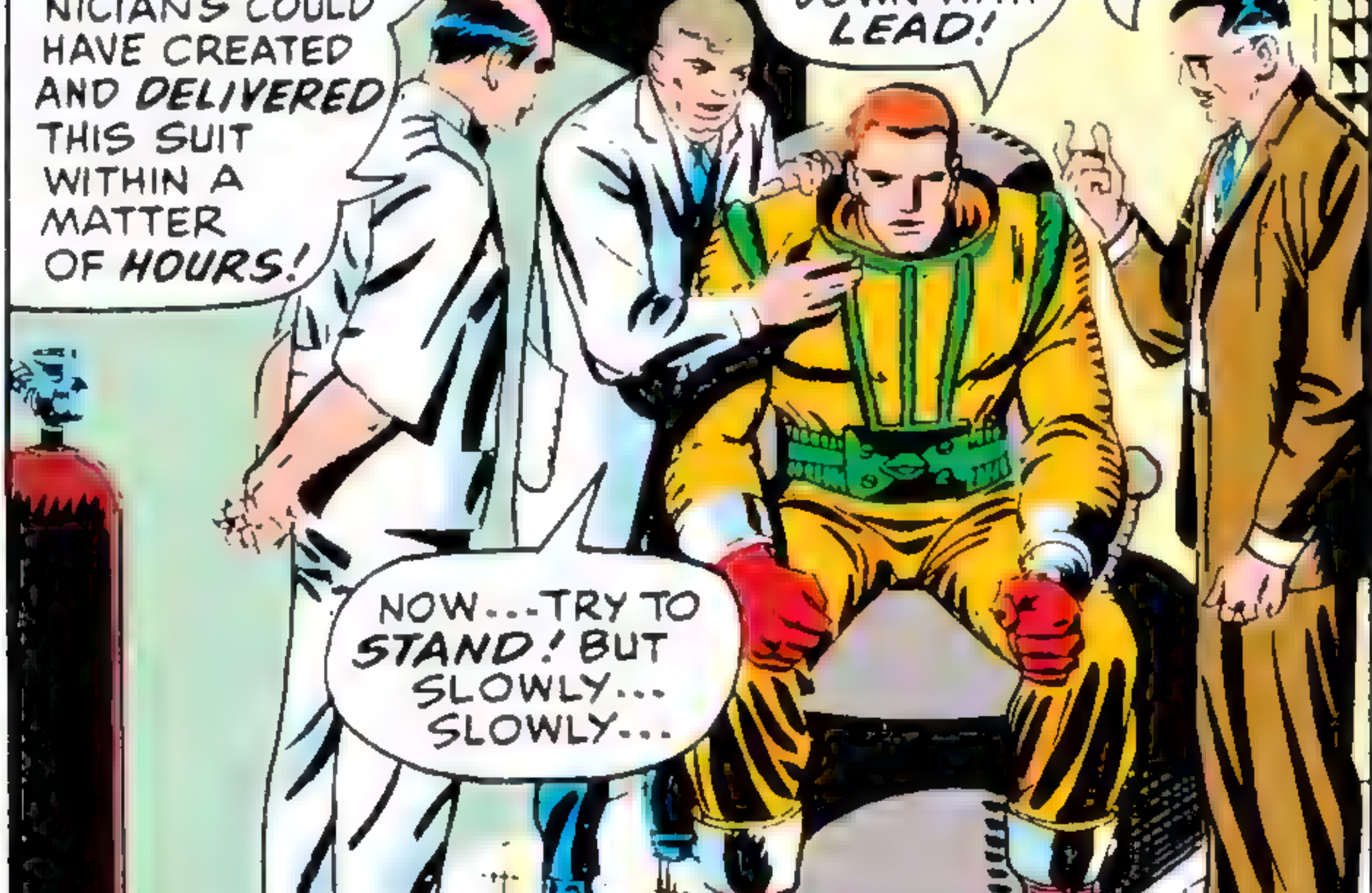
**LATER...** ONLY STARK'S BRILLIANT TECHNICIANS COULD HAVE CREATED AND **DELIVERED** THIS SUIT WITHIN A MATTER OF **HOURS!**

IS IT **HEAVY** ENOUGH?

IT FEELS LIKE I'M WEIGHTED DOWN WITH **LEAD!**

**GOOD!** THAT'S JUST WHAT YOU **NEED!**

NOW...TRY TO **STAND!** BUT SLOWLY... SLOWLY...



IT'S **INCREDIBLE!** EVEN HELD DOWN BY THIS RESTRAINING SUIT, I FEEL AS THOUGH I'M BURSTING WITH **POWER!**

**PERFECT!** YOU CAN FUNCTION NORMALLY WITHIN THAT OUTFIT, BUT IT WILL PREVENT YOU FROM BEING A VICTIM OF YOUR OWN **SUPER-STRENGTH!**



IT WILL ALSO REGULATE YOUR **NERVOUS SYSTEM** AND YOUR **HEART-BEAT**, TO LESSEN ANY POSSIBLE **STRAIN** UPON THEM!

THEN I'M TO **REMAIN** IN THIS SUIT... UNTIL FURTHER NOTICE?

NOW, MORE THAN EVER, YOU MUST REMAIN UNDER CONSTANT **SURVEILLANCE**, COLONEL JAMESON! OUR AGENTS WILL ACCOMPANY YOU WHEREVER YOU GO!

YOU SHOULD BE VERY **PROUD** OF YOUR SON, SIR!

YOU'RE **BLAMED** RIGHT I'M **PROUD** OF HIM!




**THEN, AS THEY LEAVE THE BUILDING...**

HOW DOES IT FEEL TO BE THE FATHER OF A NEW-**SUPER HERO**, MR. JAMESON?

A **SUPER HERO?!?** WHAT DO YOU... OH! I SEE WHAT YOU MEAN!

I NEVER **THOUGHT** OF IT THAT WAY! MY OWN **SON**...HMMM!



BUT...AFTER ME SPENDING **MONTHS** WRITING EDITORIALS **AGAINST** SUPER HEROES... TRYING TO **RIDICULE** THEM... TO CUT THEM DOWN TO SIZE...!

STILL, THERE'S A **DIFFERENCE!** MY SON ISN'T A **PHONY** SUPER HERO... LIKE THAT FINK **SPIDER-MAN!!**





HERE'S YOUR **HOTEL**, COLONEL! WE'LL REMAIN ON CALL IN THE LOBBY IF YOU SHOULD **NEED** US!

I HOPE THEY DON'T KEEP REFERRING TO JOHN AS A **SUPER HERO**!

WE'LL PERMIT YOUR **FATHER** TO GO TO THE ROOM **WITH** YOU, IF YOU WISH!

IT COULD MAKE ME A **LAUGHING STOCK**... AFTER THE WAY I'VE **PANNED** THOSE COSTUMED CREEPS FOR YEARS!

GOOD! I NEED **SOMEONE** TO TALK TO!

THEN, UPON REACHING COLONEL JAMESON'S CLOSELY-GUARDED ROOM...

**FOSWELL?** THIS IS JJJ! WHAT'S GOING ON THERE WHILE I'M... **WHAT???**

SAY IT AGAIN!! ARE YOU **SURE??** YOU MEAN... THERE WERE **WITNESSES??** SO THERE **CAN'T** BE A MISTAKE THIS TIME!!

WHAT'S UP, DAD?

IT FINALLY HAPPENED! I'VE GOT THE PROOF I **NEED**! NOW THE WHOLE, CHICKEN-SCRATCHIN' WORLD WILL KNOW I WAS **RIGHT**!

THAT'S **SWELL**, DAD! GLAD TO HEAR IT!

BUT RIGHT ABOUT **WHAT??**

ABOUT **SPIDER-MAN**!

HE FINALLY MADE HIS ONE **BIG MISTAKE**! HE ROBBED A **BANK**... RIGHT IN FRONT OF **WITNESSES**!

HOW CAN THEY BE SURE IT WASN'T SOMEONE **IMPERSONATING** HIM?

BECAUSE HE WAS **SEEN** BREAKING INTO THE VAULT WITH HIS **BARE HANDS**... AND CLIMBING A **SHEER WALL**! IT HAD TO BE HIM!

IT'S THE **LUCKIEST** THING THAT COULD HAVE HAPPENED! THE GREATEST BREAK IN THE **WORLD** FOR US!

WHAT DO YOU **MEAN**, DAD?

DON'T YOU **SEE?** THAT WEB-HEAD HAS FOOLED **EVERYBODY** ALL THIS TIME!

I WAS THE ONLY ONE WHO SAW **THROUGH** HIM! BUT I WAS A LONE VOICE, CRYING IN THE WILDERNESS! NOBODY **BELIEVED** ME! THEY ALL **LAUGHED** AT ME!

NOW, NOT ONLY WILL THE WORLD KNOW I WAS **RIGHT**... BUT JUST THINK OF THE **TRIUMPH** IF MY OWN SON IS THE ONE TO **CATCH** THAT MISERABLE MASKED MADMAN!!

YOU WANT ME TO GO AFTER HIM?

OF COURSE! THAT BANK ROBBERY PROVES I MUST HAVE BEEN RIGHT ABOUT **ALL** THE THINGS I ACCUSED HIM OF!

AND **NOW**... HE'S IN HIDING! WITH HIS SUPER-POWERS, IT MAY TAKE **YEARS** TO NAB HIM!

BUT YOU'RE EVEN STRONGER THAN **HE** IS! YOU'VE GOT TO SHOW THE WORLD WHAT A **REAL** SUPER HERO CAN DO! WHAT JONAH JAMESON'S **SON** CAN DO!

I NEVER LOOKED AT IT THAT WAY!

THINK WHAT IT WOULD MEAN TO **ME**... TO YOUR BUDDIES IN THE **SPACE PROGRAM**... TO ALL THE IMPRESSIONABLE **HERO** WORSHIPPERS EVERYWHERE!

YOU'VE GOT TO PROVE THAT **NO** CRUMMY **CROOK** CAN GET AWAY WITH ANYTHING... EVEN IF HE'S GOT SUPER POWERS!

GO GET 'IM, JOHNNY! SQUASH THAT WALL-CRAWLER LIKE A **BED-BUG**! YOU CAN DO IT!

OKAY DAD! YOU'RE ON!

THAT'S MY BOY!



WE SAW COLONEL JAMESON RUN OUT OF HERE... BEFORE WE COULD STOP HIM!

NOTHING TO BE ALARMED AT, MY GOOD MAN! HE'S OFF ON A MISSION OF JUSTICE!

WHAT HAPPENED?? SPEAK UP, MAN!

BUT HE WAS ORDERED NOT TO GO OFF ALONE! IT'S DANGEROUS!

YOU BET IT IS... TO SPIDER-MAN!!

BUT, WHAT OF THE RAMPAGING RHINO, WHOM SPIDEY BATTLED JUST A SHORT TIME AGO? LET'S VISIT A NEARBY COURTHOUSE, WHERE WE FIND...

I CAN'T UNDERSTAND IT! WE'RE COMPLETELY UNABLE TO REMOVE THAT PREPOSTEROUS OUTFIT HE'S WEARING!

INCREDIBLE AS IT SEEMS, I'VE BEEN WONDERING IF IT IS REMOVEABLE... OR IF IT ISN'T ACTUALLY A PART OF HIM?!!

BUT WE'VE GOT TO LEARN THE SECRET OF HIS POWER BEFORE HE REGAINS CONSCIOUSNESS!

AFTER ALL, HOW CAN WE HOLD A PRISONER WHO CAN CRASH RIGHT THROUGH THE THICKEST STONE WALL?

\*LAST ISH, TO BE EXACT! --SMILEY.

WHAT ABOUT TRANQUILIZERS? SURELY WE CAN RESTRAIN HIM THAT WAY!

NO DICE, DOCTOR! I'VE BROKEN THREE NEEDLES ALREADY!

NOTHING CAN PIERCE THAT SKIN OF HIS!

PERHAPS WE HAVE BEEN ON THE WRONG TRACK! IF THAT ISN'T A COSTUME... IF IT REALLY IS SOME SORT OF SUPER-POWERFUL OUTER HIDE...

IT'S ALMOST UNTHINKABLE! AND YET, WHAT OTHER ANSWER CAN THERE BE?

JUST WEARING A MACABRE OUTFIT ISN'T LIKELY TO GIVE HIM SUCH BRUTISH POWER!

IT'S FORTUNATE HE HASN'T AWAKENED YET! WE'D BETTER SUMMON SOME MORE SPECIALISTS BEFORE HE DOES! LET'S GO!

**SLAM!**

AND, FURTHER DOWN THE HALL, AN ATTORNEY APPEARS BEFORE THE BENCH...

BUT YOUR HONOR... I'VE SUCH A BUSY SCHEDULE... AND THERE ARE OTHER ATTORNEYS THE COURT MIGHT HAVE APPOINTED TO DEFEND THE RHINO!

I'M AWARE OF THAT, COUNSELOR! BUT, DUE TO THE UNUSUAL NATURE OF THE ACCUSED, I FELT SOMEONE WITH YOUR EXPERIENCE IN BIZARRE CASES, WAS NEEDED!

HOWEVER, MR. NELSON, IF YOU FEEL YOU CANNOT ACCEPT THE ASSIGNMENT, PERHAPS YOUR LAW PARTNER, MATTHEW MURDOCK IS AVAILABLE!

NO, YOUR HONOR! HE HAPPENS TO BE... EH... OUT OF TOWN, AT THE MOMENT! \*

\*HE SURE IS, AS YOU'LL SEE IN DAREDEVIL # 21, NOW ON SALE!... PLUG-HAPPY STAN!

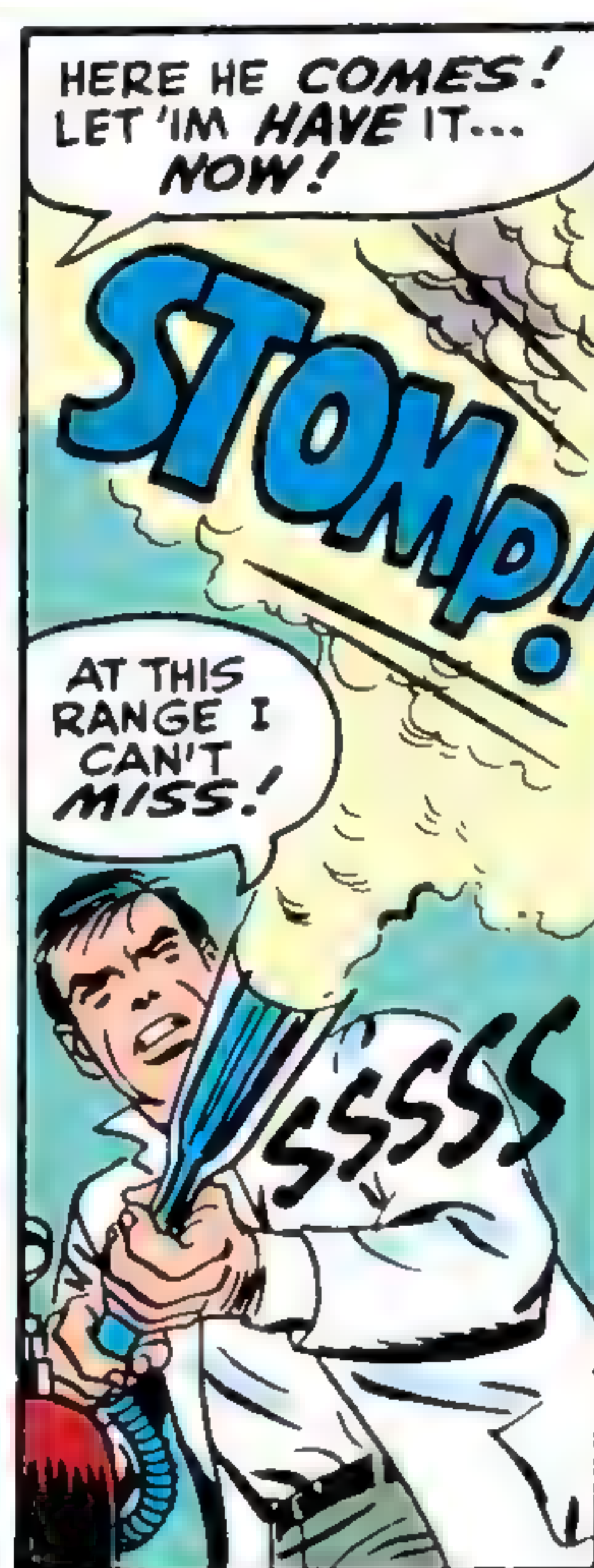
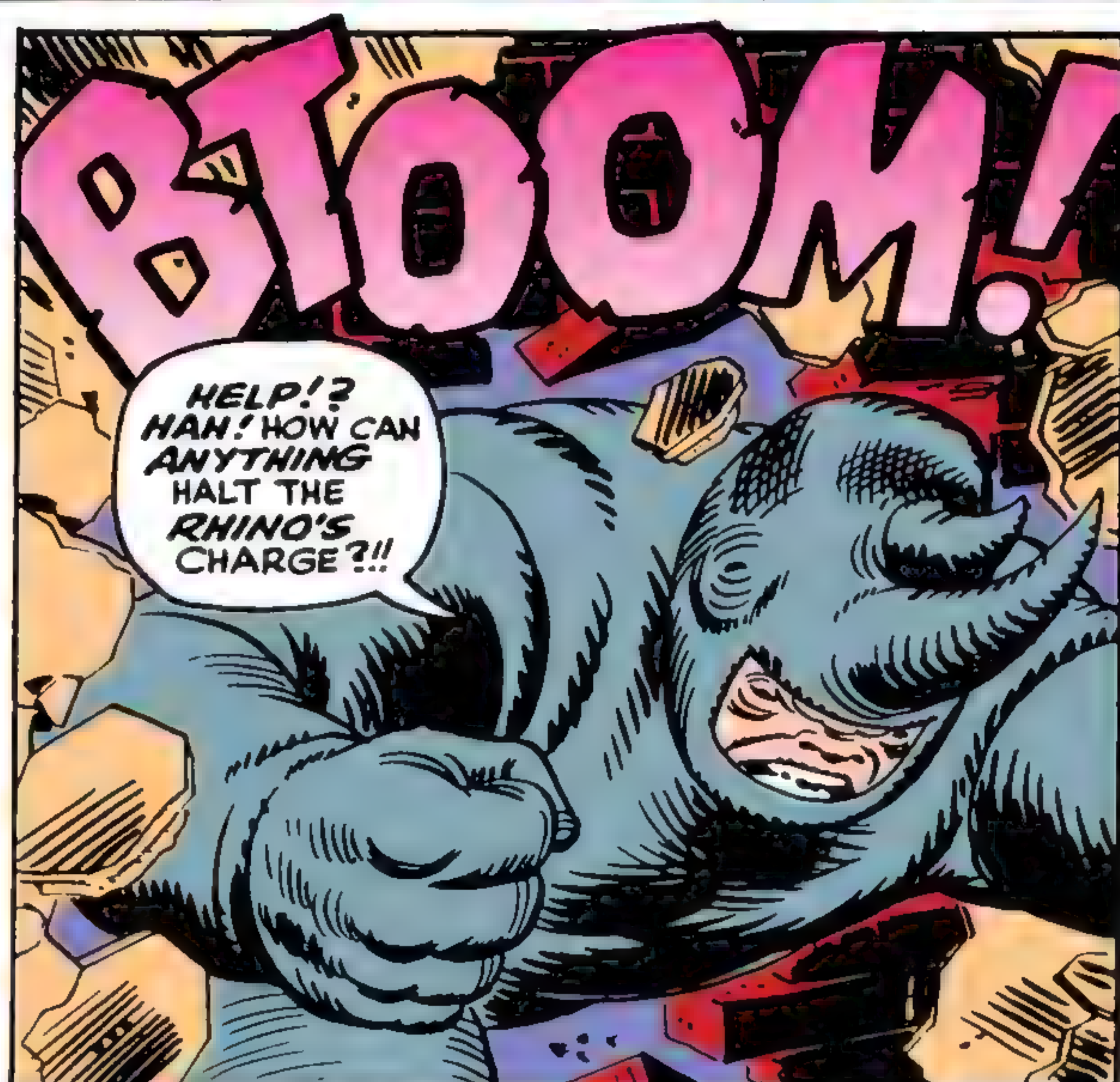
HOWEVER, I'VE RECONSIDERED THE MATTER... AND IF YOUR HONOR SO DESIRES, I SHALL ACCEPT THE DEFENSE OF THE PRISONER KNOWN AS RHINO!

EXCELLENT! AT THIS MOMENT YOUR CLIENT IS UNCONSCIOUS IN CELL-BLOCK B... WITH A TEAM OF POLICE PHYSICIANS IN ATTENDANCE!

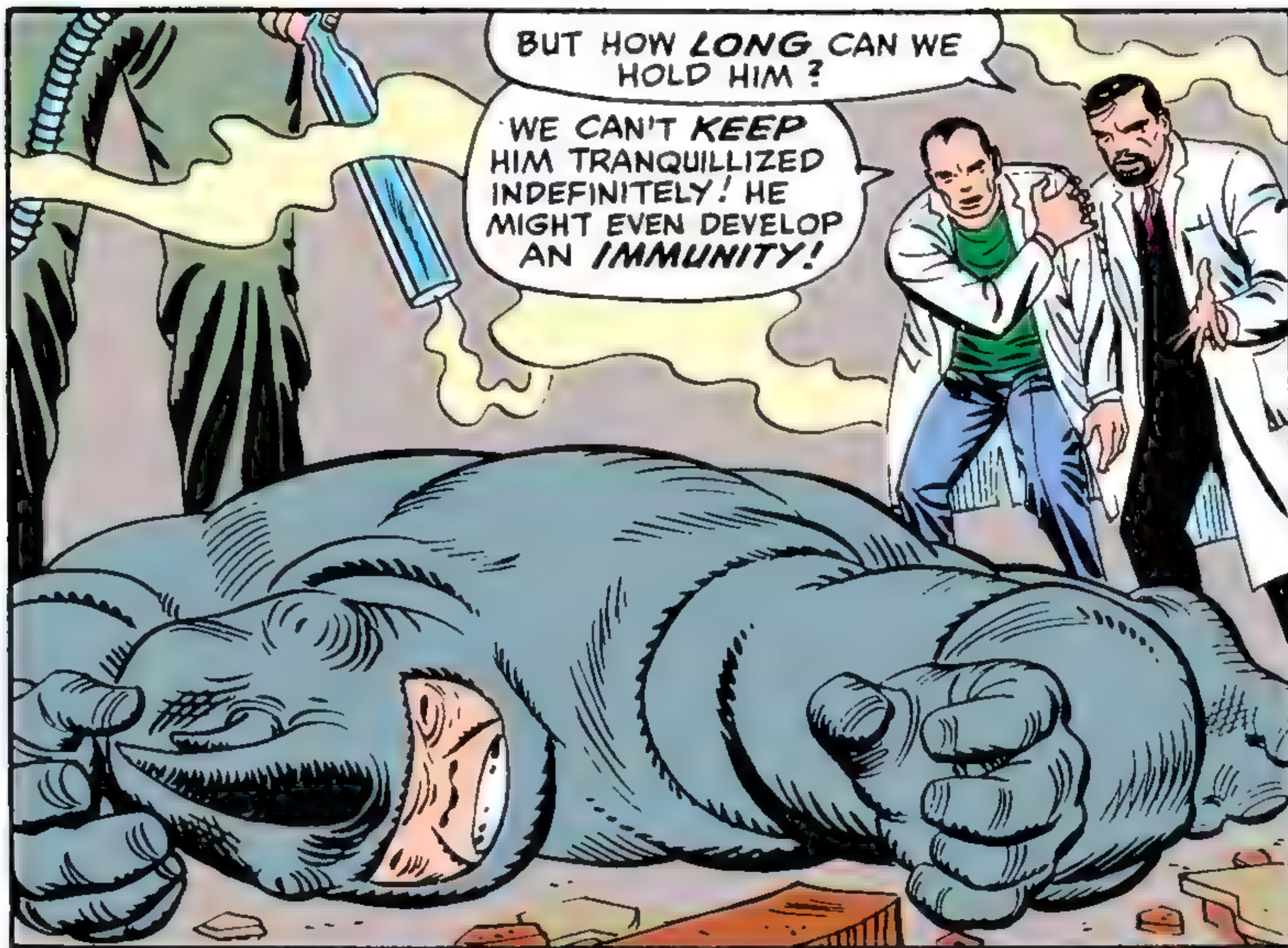
I WOULD LIKE TO CONSULT WITH HIM AS SOON AS POSSIBLE!



PERHAPS FRANKLIN "FOGGY" NELSON WILL GET HIS WISH SOONER THAN HE EXPECTS! FOR AT THAT MOMENT...

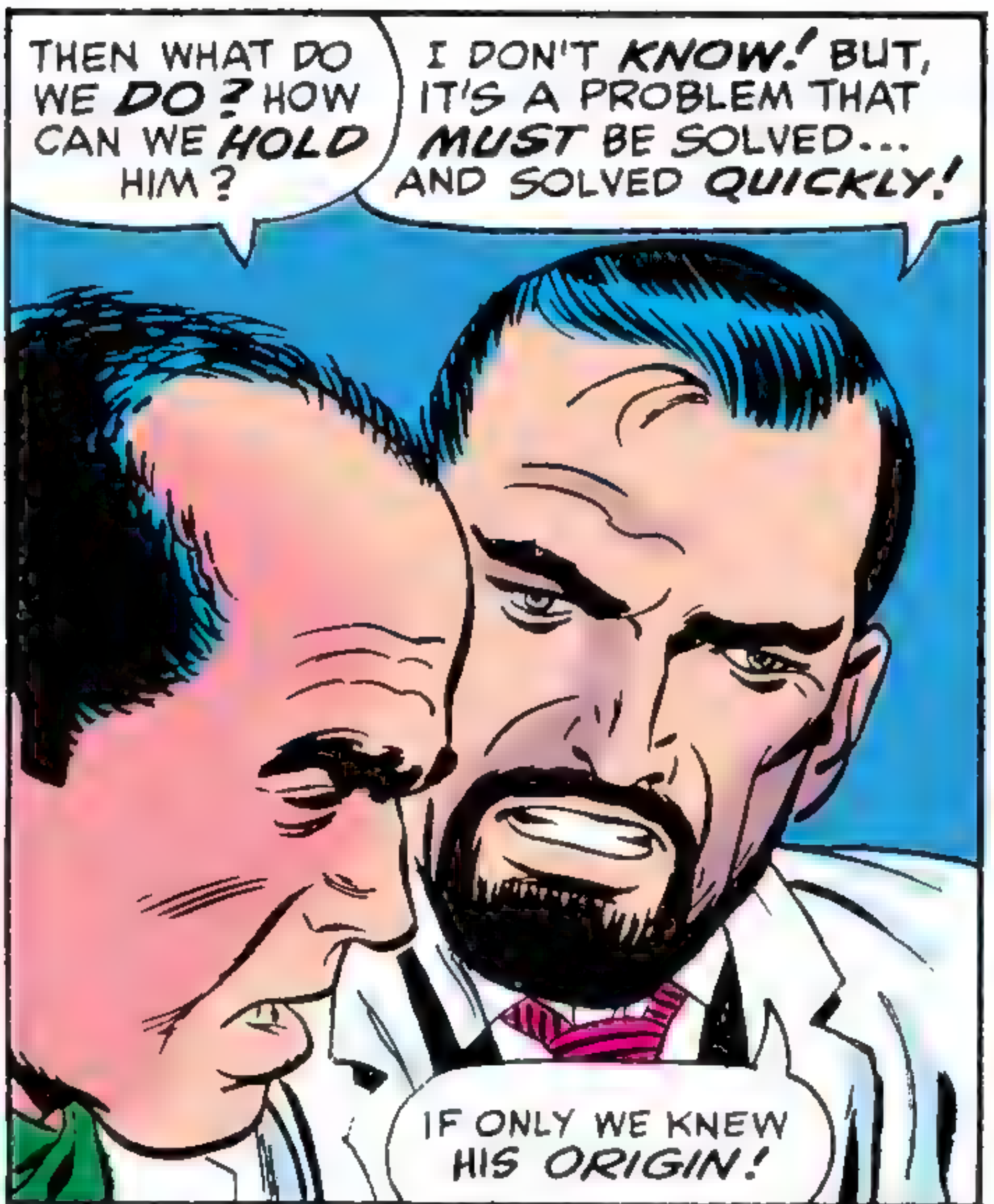






BUT HOW LONG CAN WE HOLD HIM?

WE CAN'T KEEP HIM TRANQUILLIZED INDEFINITELY! HE MIGHT EVEN DEVELOP AN IMMUNITY!



THEN WHAT DO WE DO? HOW CAN WE HOLD HIM?

I DON'T KNOW! BUT, IT'S A PROBLEM THAT MUST BE SOLVED... AND SOLVED QUICKLY!

IF ONLY WE KNEW HIS ORIGIN!

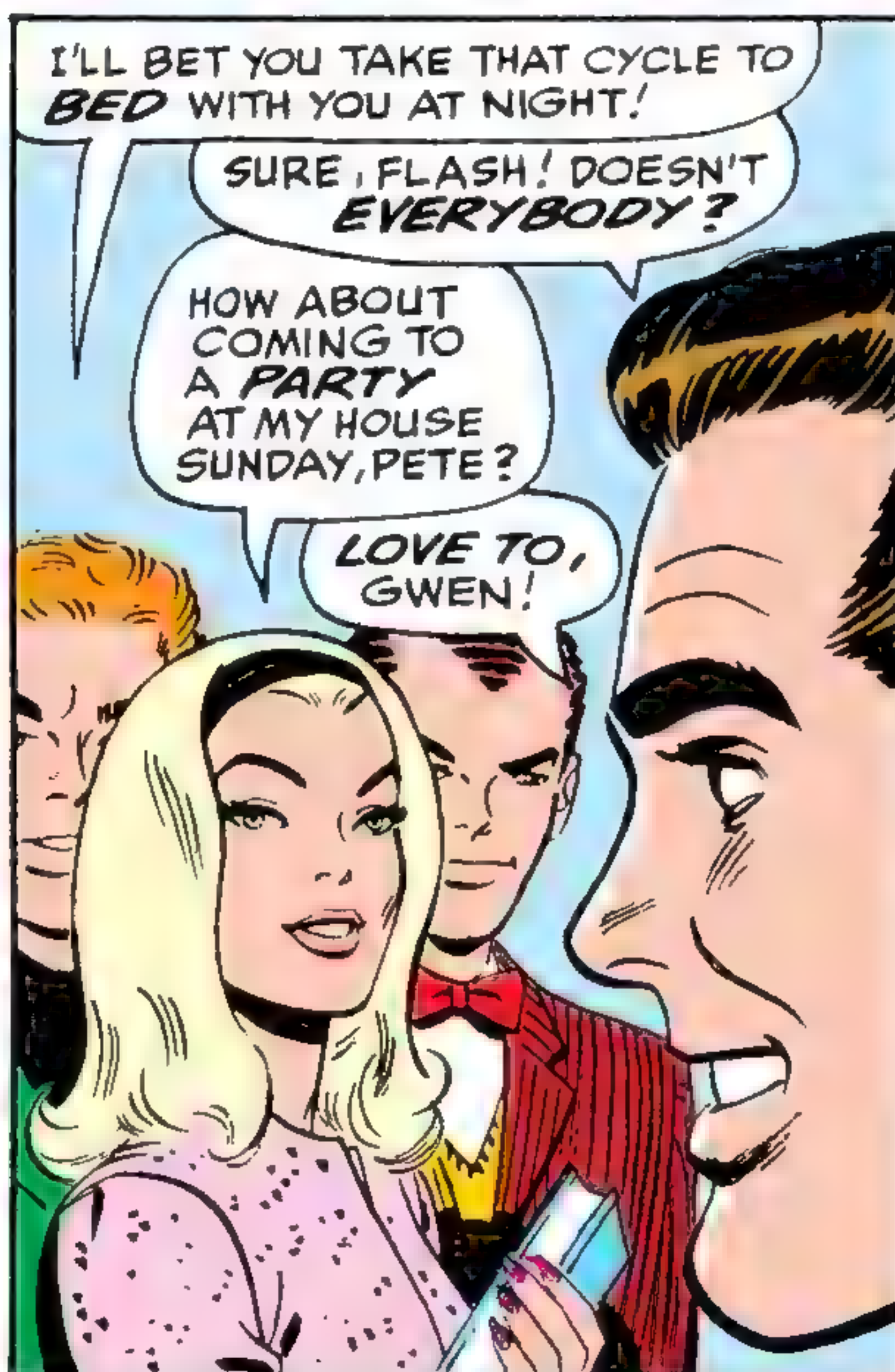


DESPITE WHAT YOU MAY THINK, WE HAVEN'T FORGOTTEN ABOUT PEERLESS PETER PARKER! IN FACT, HERE HE IS NOW...

STAY THERE, SWEETIE! DON'T GET TOO LONESOME WHILE I'M GONE!

HEY, WHO'S PARKER TALKING TO OVER THERE?

HIS WHEELS... WHO ELSE?



I'LL BET YOU TAKE THAT CYCLE TO BED WITH YOU AT NIGHT!

SURE, FLASH! DOESN'T EVERYBODY?

HOW ABOUT COMING TO A PARTY AT MY HOUSE SUNDAY, PETE?

LOVE TO, GWEN!

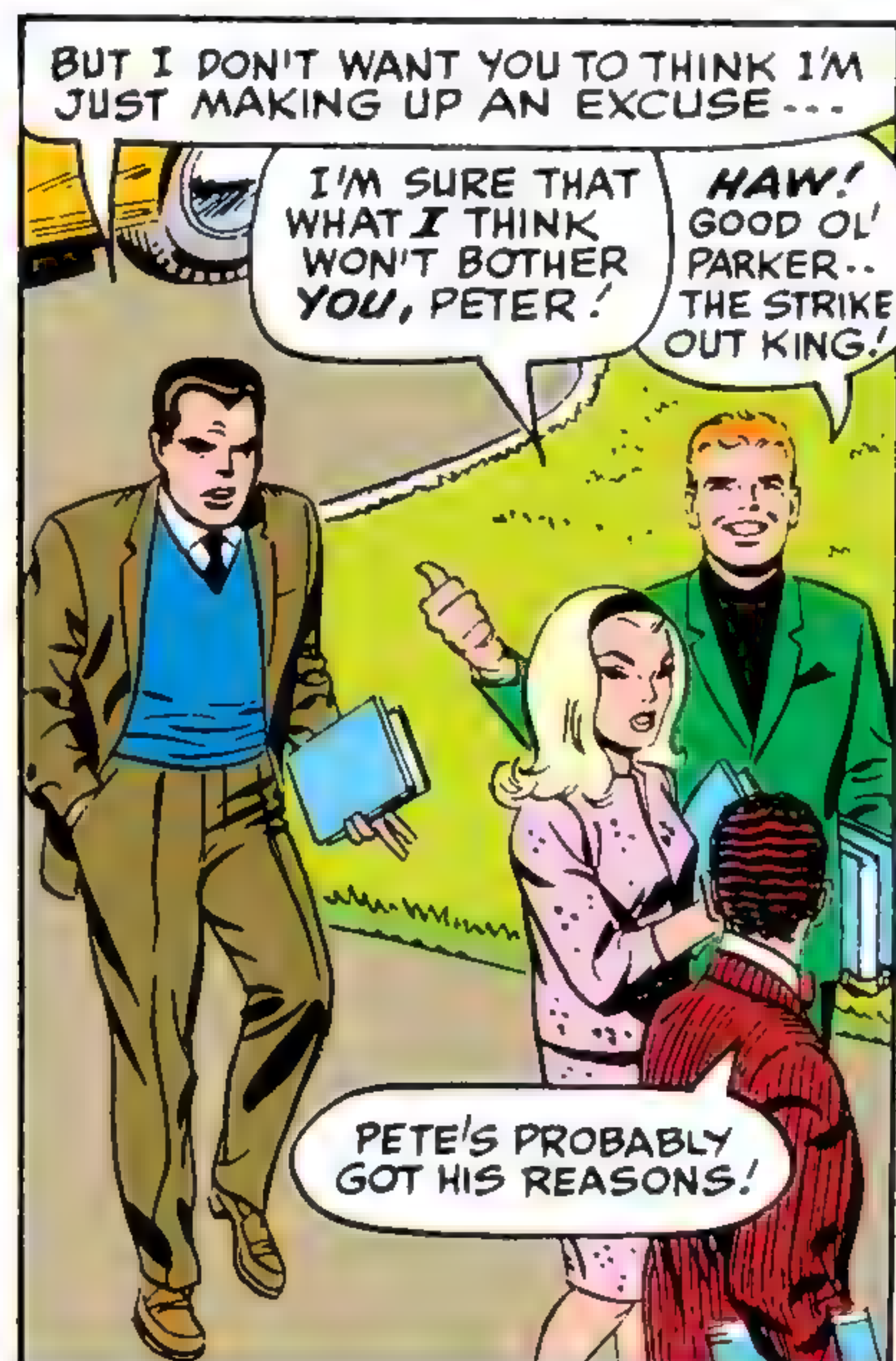


AT LAST... THEY'RE REALLY BEGINNING TO ACCEPT ME! IT'S GREAT TO BE... ULP!...

I JUST REMEMBERED!! I PROMISED AUNT MAY I'D MEET MARY JANE WATSON AT DINNER SUNDAY NIGHT! I JUST CAN'T BACK OUT AGAIN!

GOSH, GWEN... I'M SORRY! I JUST REALIZED...

NO NEED TO EXPLAIN! ATTENDANCE ISN'T COMPULSORY!

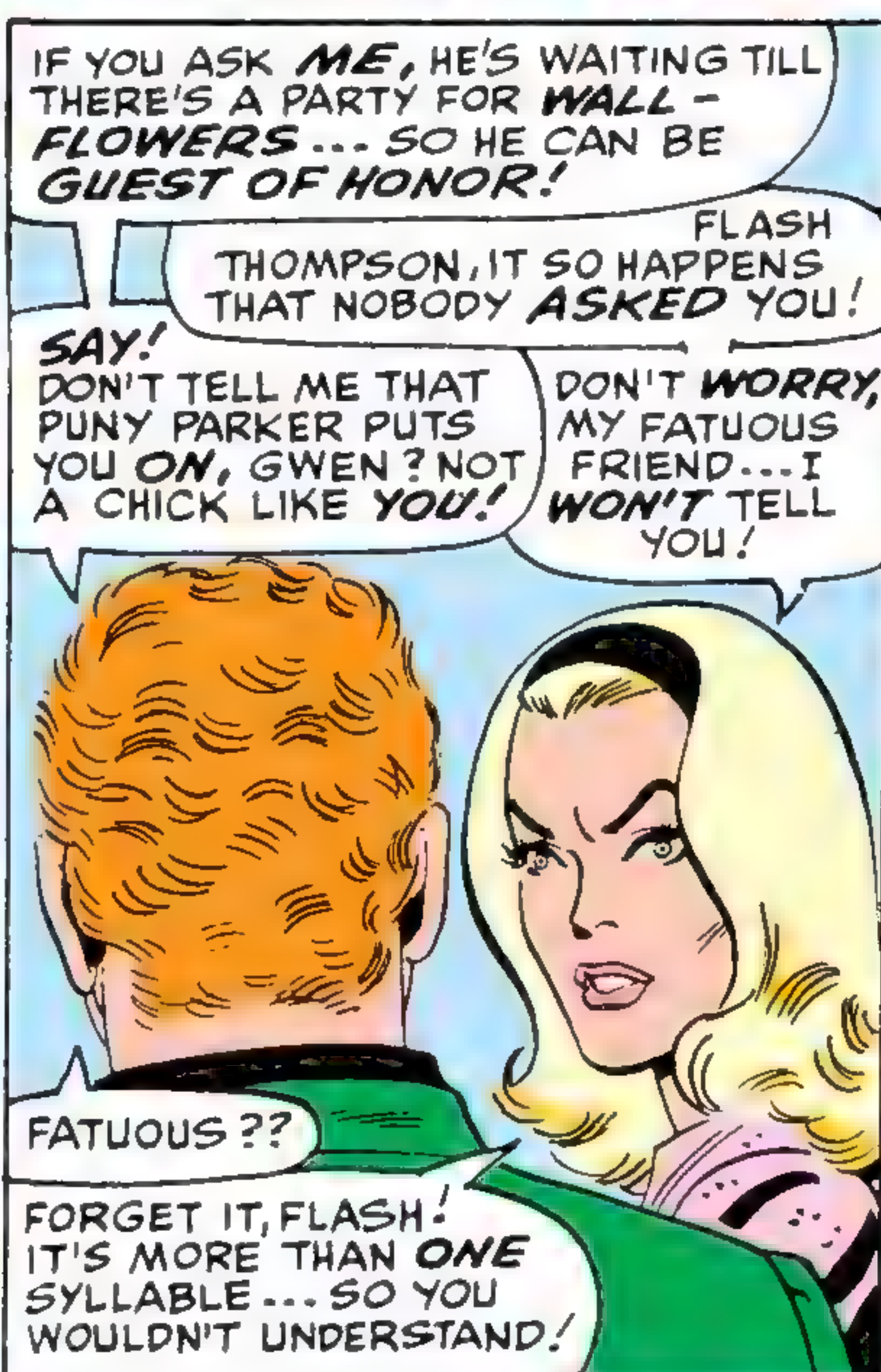


BUT I DON'T WANT YOU TO THINK I'M JUST MAKING UP AN EXCUSE...

I'M SURE THAT WHAT I THINK WON'T BOTHER YOU, PETER!

HAW! GOOD OL' PARKER... THE STRIKE-OUT KING!

PETE'S PROBABLY GOT HIS REASONS!



IF YOU ASK ME, HE'S WAITING TILL THERE'S A PARTY FOR WALL-FLOWERS... SO HE CAN BE GUEST OF HONOR!

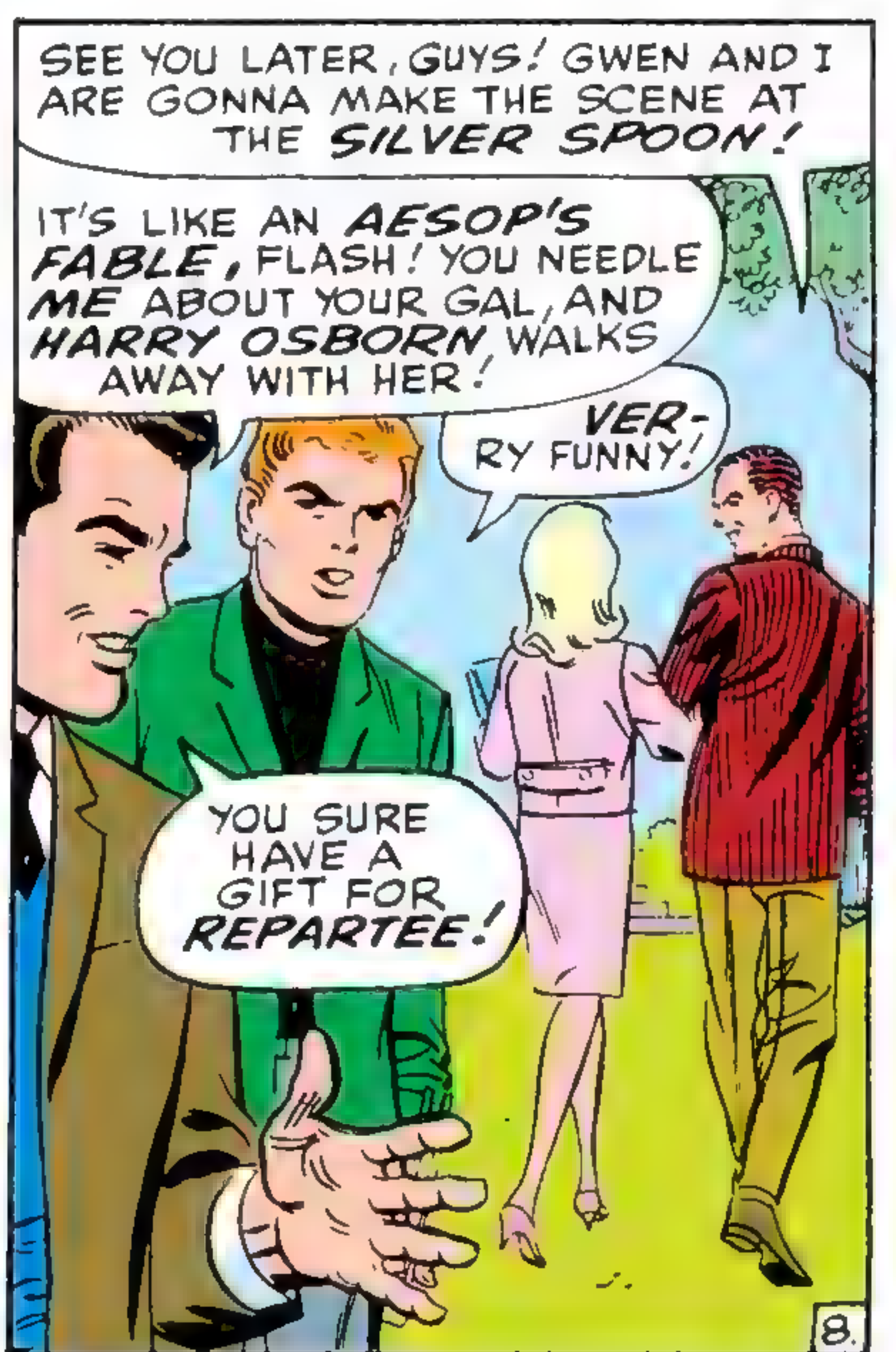
FLASH THOMPSON, IT SO HAPPENS THAT NOBODY ASKED YOU!

SAY! DON'T TELL ME THAT PUNY PARKER PUTS YOU ON, GWEN? NOT A CHICK LIKE YOU!

DON'T WORRY, MY FATUOUS FRIEND... I WON'T TELL YOU!

FATUOUS??

FORGET IT, FLASH! IT'S MORE THAN ONE SYLLABLE... SO YOU WOULDN'T UNDERSTAND!



SEE YOU LATER, GUYS! GWEN AND I ARE GONNA MAKE THE SCENE AT THE SILVER SPOON!

IT'S LIKE AN AESOP'S FABLE, FLASH! YOU NEEDLE ME ABOUT YOUR GAL, AND HARRY OSBORN WALKS AWAY WITH HER!

VERY FUNNY!

YOU SURE HAVE A GIFT FOR REPARTEE!



THE REMAINDER OF THE DAY DRAGS ON FOR OUR HERO, UNTIL AT LAST, A THOUGHTFUL PETER PARKER LEAVES HIS FINAL CLASS ...

I'M AS ANXIOUS TO MEET MARY JANE WATSON ON SUNDAY AS I AM TO MEET THE HULK!

AND SHE'LL PROBABLY LOOK LIKE HIM!

FUNNY HOW I DON'T EVEN THINK ABOUT BETTY BRANT ANY MORE! SHE'S LIKE A CHAPTER OF MY LIFE THAT'S CLOSED AND DONE WITH!

BUT GWEN STACY LOOKS BETTER TO ME EACH TIME I SEE HER!

IF ONLY WE COULD GET OFF ON THE RIGHT FOOT... JUST ONCE!

OH WELL...

LATER, AS THE VEIL OF NIGHT BEGINS TO SHROUD THE RESTLESS CITY...

NOTHING LIKE A LITTLE WEB-SWINGING TO CLEAR AWAY THE COBWEBS...

SAY! THERE'S SOMEONE STANDING ATOP THAT ROOF... A FEW BLOCKS AWAY... WEARING A COSTUME!

AND LOOK AT THE SIZE OF HIM! WAIT! I... I KNOW HIM!



IT'S COLONEL JAMESON.. JONAH'S SON! BUT.. WHAT CHANGED YOU ??

NEVER MIND ME! I WAS HOPING I'D RUN INTO YOU, MISTER!

I JUST FOUND OUT MY FATHER'S BEEN RIGHT ABOUT YOU ALL THIS TIME!

YOU'RE NOTHING BUT A CHEAP, COSTUMED CROOK!



BUT YOU'VE FINALLY MET UP WITH SOMEONE WHO CAN HANDLE A SUPER-POWERED STUMBLE-BUM LIKE YOU!

HEY! TAKE IT EASY! I HAVEN'T FINISHED PAYING MY LAST DENTAL BILL YET!

**THOK!**



YOU'RE NOT GONNA SMART-TALK YOUR WAY OUT OF THIS, MASKED MAN! I DON'T LIKE BEING MADE A FOOL OF!

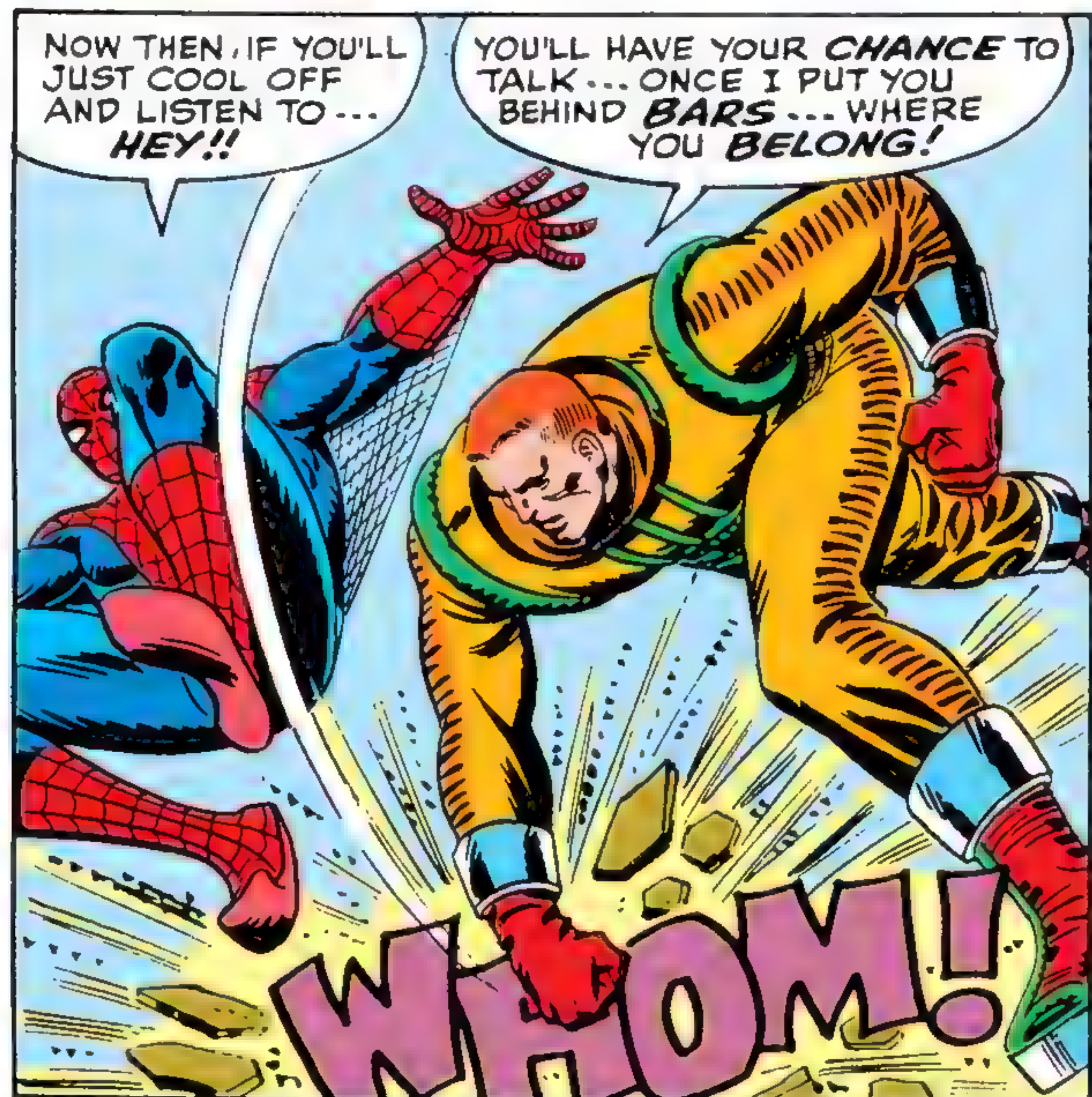
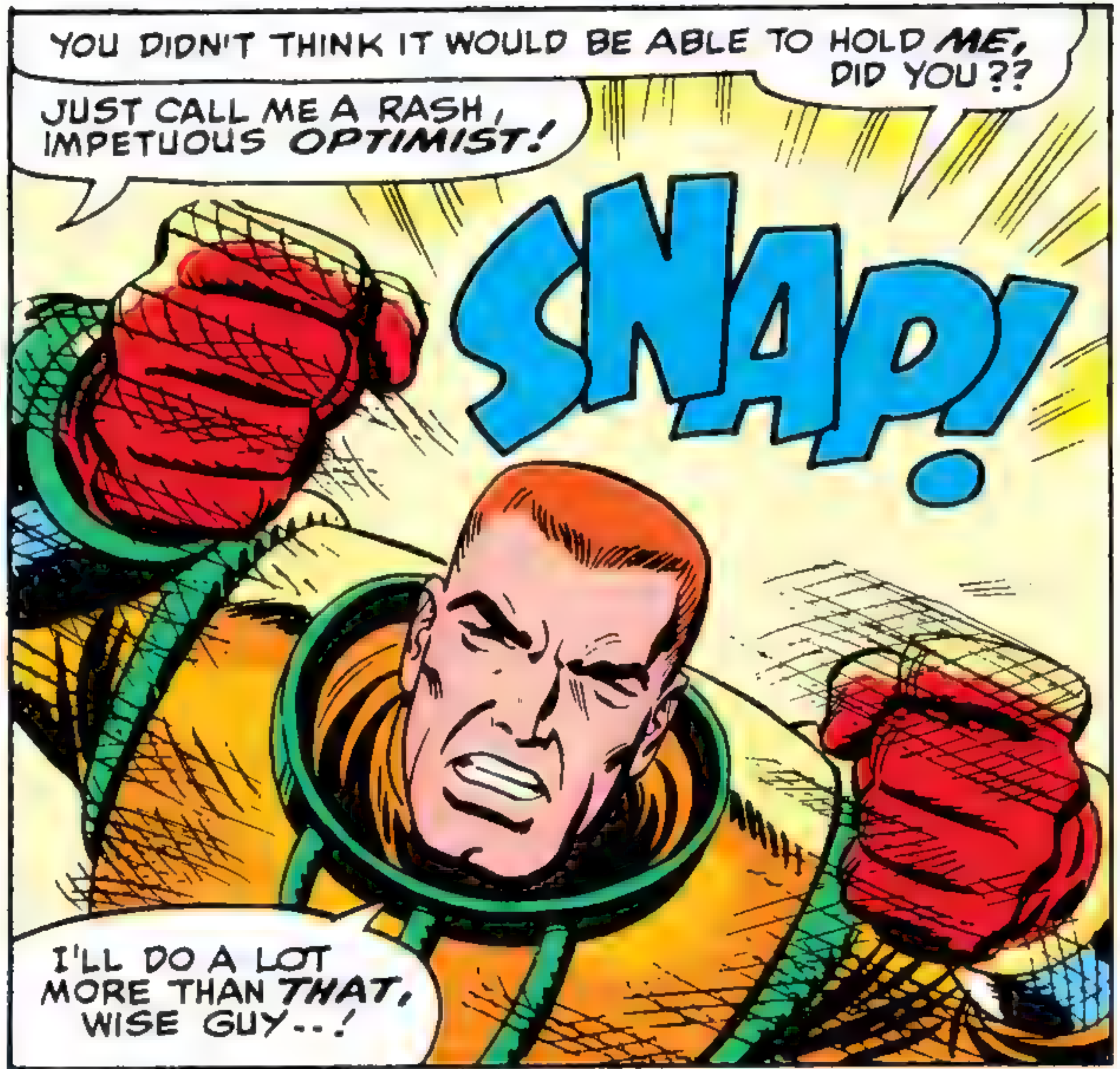
WHO DOES?!

STOP SWINGIN' AND START LISTENING TO REASON, COLONEL! YOU'VE GOT THIS ALL WRONG!

**WAM!**

WRONG, EH? YOU CAN'T DENY ROBBING THAT BANK! TOO MANY WITNESSES SAW YOU!

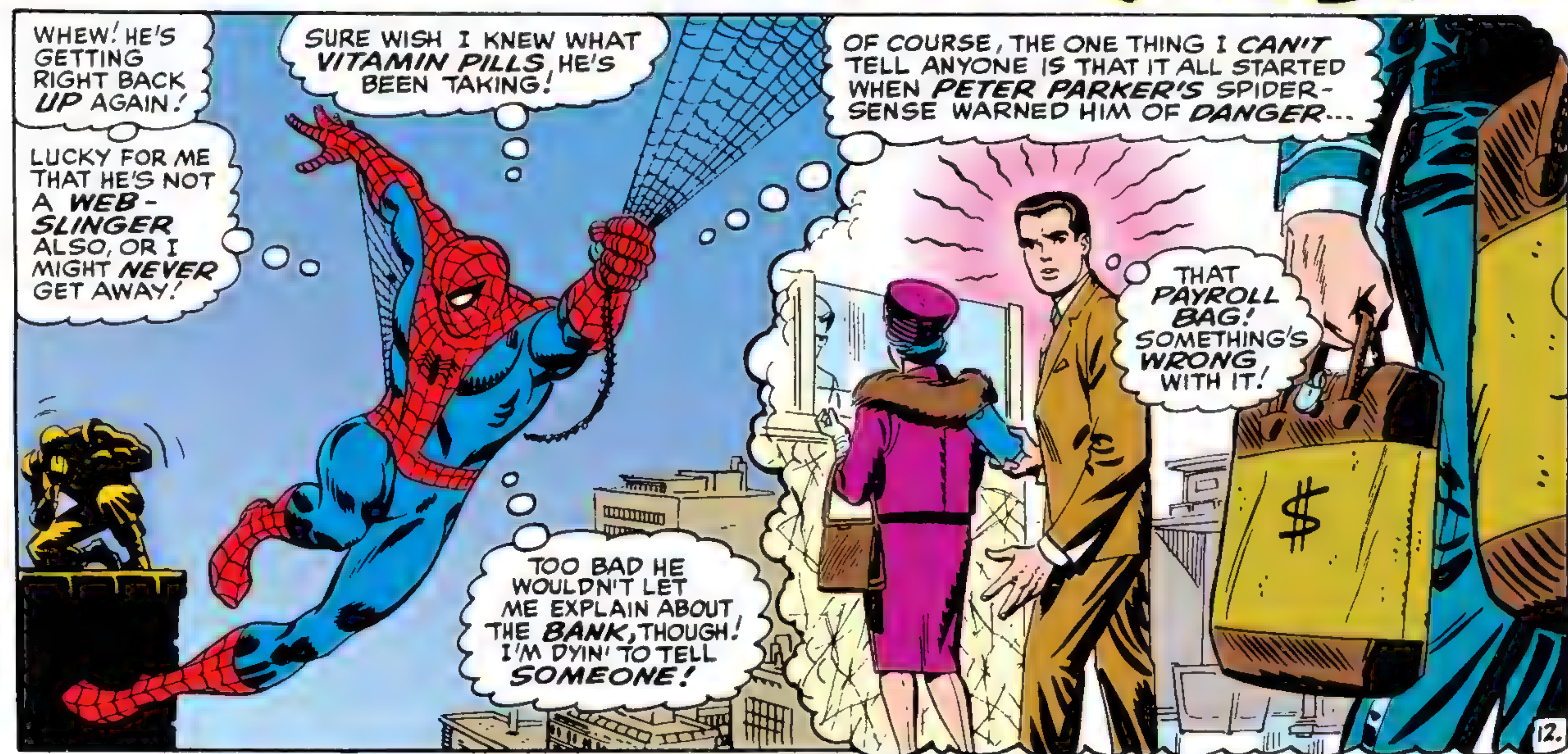
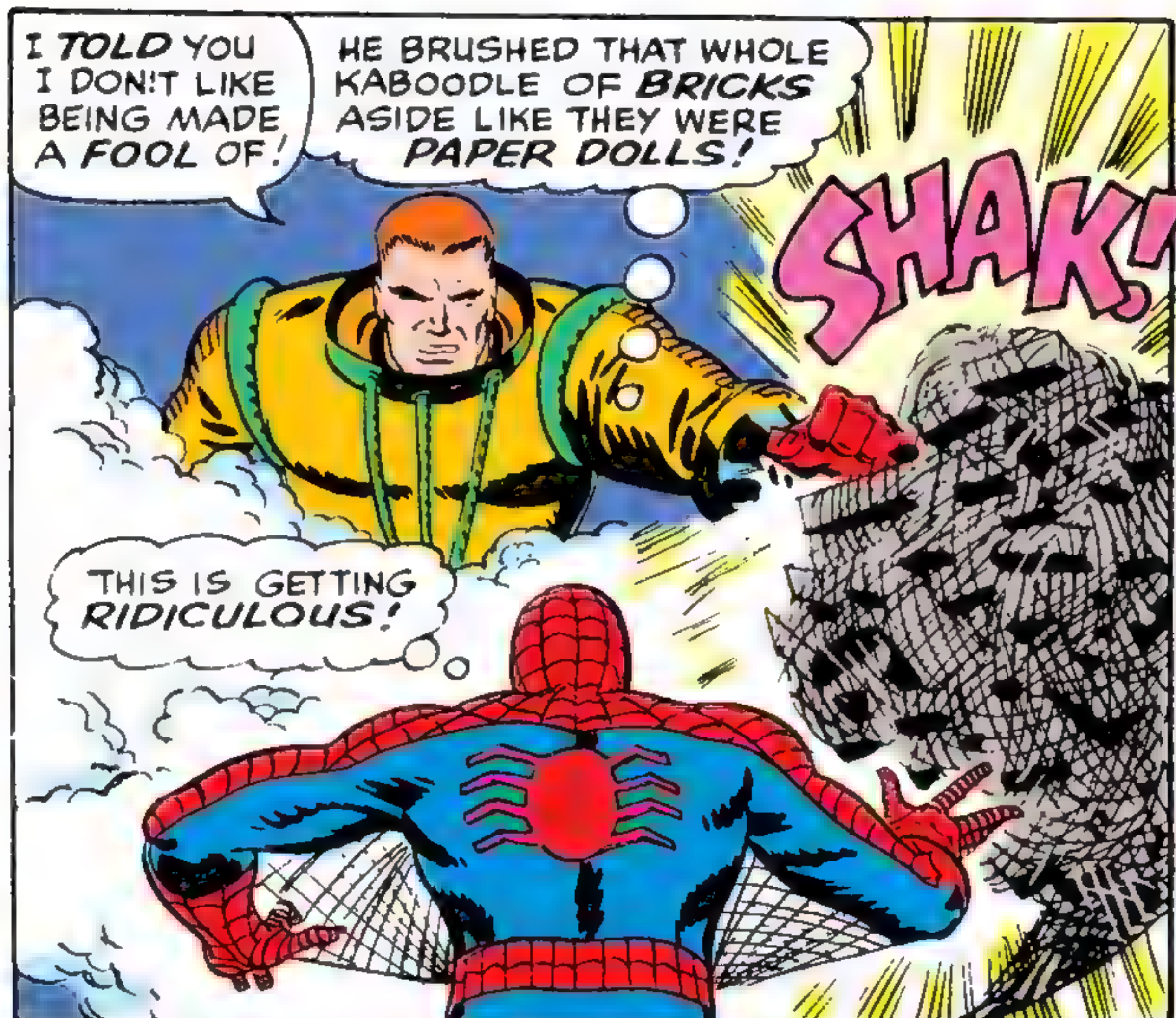
















GOOD THING I LEANED CLOSE TO IT! I COULDN'T MISTAKE THAT FAINT TICKING SOUND!

PAYROLL BAGS DON'T *USUALLY* CONTAIN *BOMBS* ... AS FAR AS I KNOW!

I'VE GOTTA GET BACK THERE AGAIN... FAST... AS SPIDER-MAN!



HE'S LEAVING! THAT MEANS HE'S ALREADY PLANTED THE PHONY MONEY BAG! NO TIME TO NAB HIM NOW!

SPIDER-MAN! HOLD IT! STOP, I SAY!

I CAN GUESS WHAT HIS GAME IS...

AFTER THE BOMB GOES OFF... INSIDE THE VAULT... HE CAN RETURN FOR EASY PICKIN'S!



WAIT! YOU CAN'T... HEY! WHAT THE...?!!

SORRY, FRIEND! NO TIME TO EXPLAIN NOW!

FIT!

WHAT'S TO EXPLAIN?

ANYONE CAN SPOT A BANK ROBBERY!

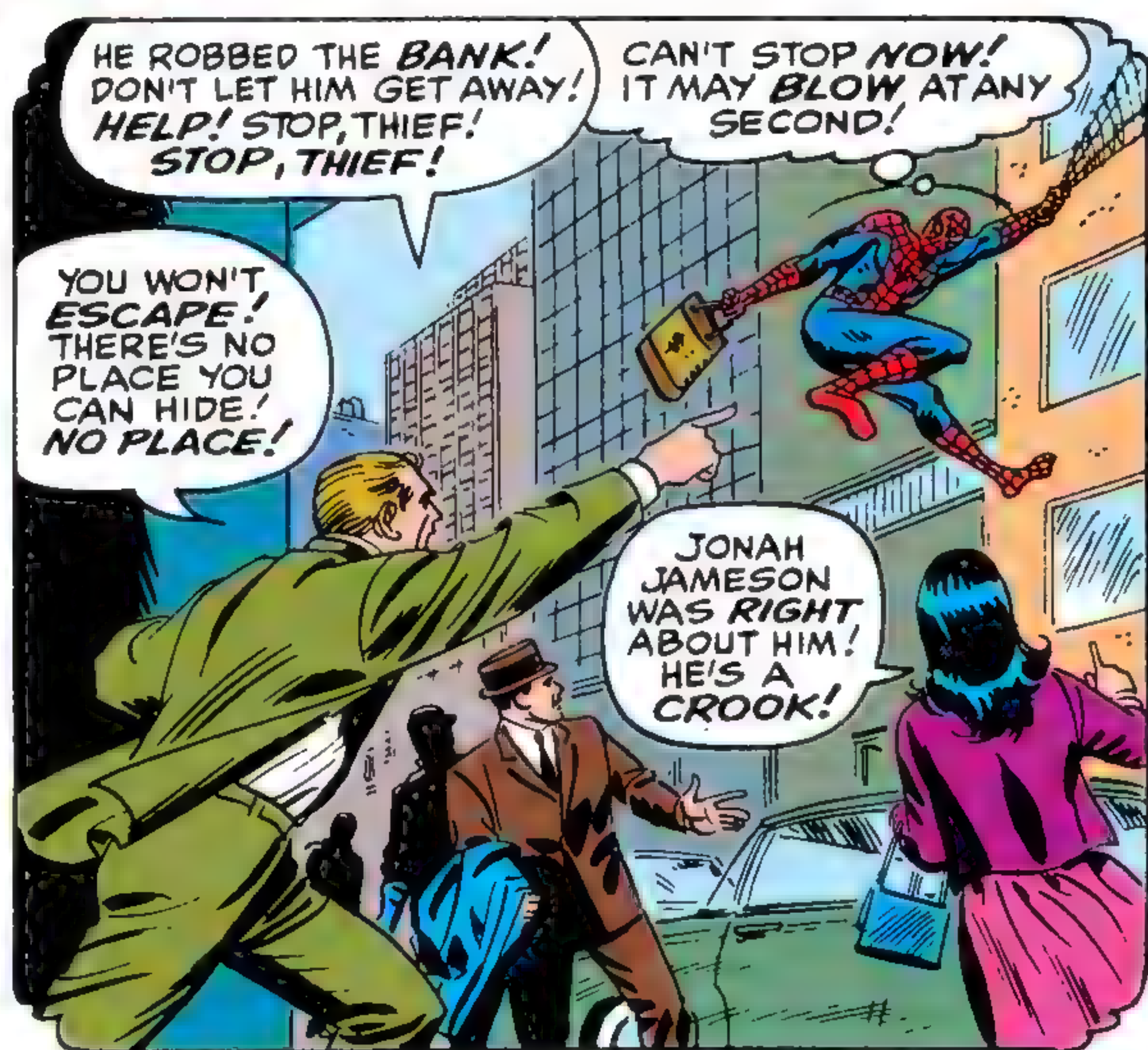


HOLY COW! HE.. HE'S BENDING THOSE IRON BARS WITH HIS BARE HANDS!

AW, IT'S NOTHING! ALL A FELLA NEEDS IS THE PROPORTIONATE STRENGTH OF A SPIDER!

SKREEKK!

THERE'S THE BAG! NOW... IF ONLY I HAVE ENOUGH TIME...



HE ROBBED THE BANK! DON'T LET HIM GET AWAY! HELP! STOP, THIEF! STOP, THIEF!

CAN'T STOP NOW! IT MAY BLOW AT ANY SECOND!

YOU WON'T ESCAPE! THERE'S NO PLACE YOU CAN HIDE! NO PLACE!

JONAH JAMESON WAS RIGHT ABOUT HIM! HE'S A CROOK!



FOR ONCE LUCK WAS WITH ME! I MADE IT!

IT CAN'T DO ANY DAMAGE NOW!



IT EXPLODED JUST AFTER IT HIT THE WATER! ANOTHER FEW SECONDS WOULD HAVE BEEN TOO LATE!

AND THEY'LL ALL KNOW I'M INNOCENT AS SOON AS THEY REALIZE NO MONEY'S MISSING!

BOY! WON'T JONAH BE SURPRISED!



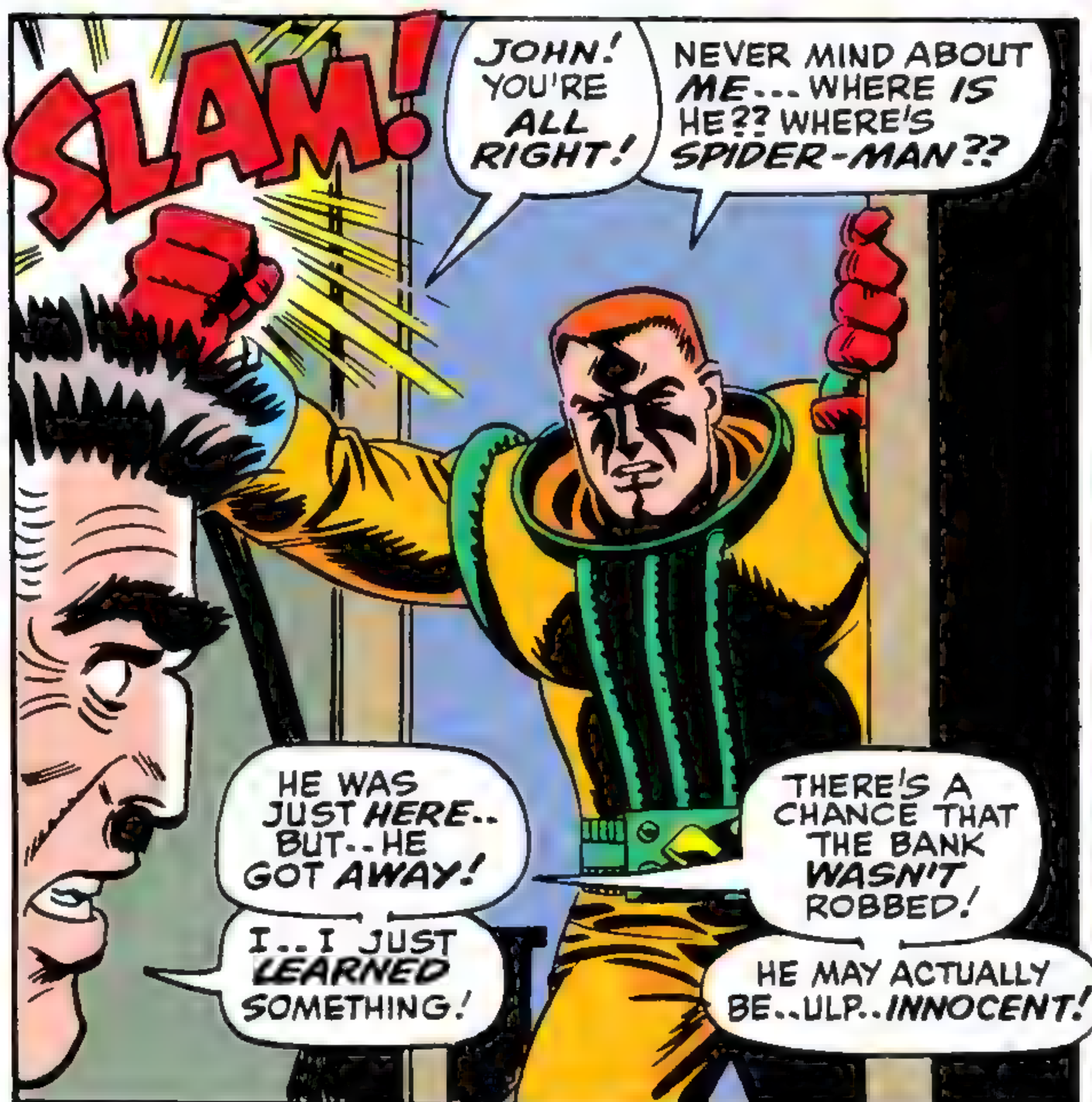
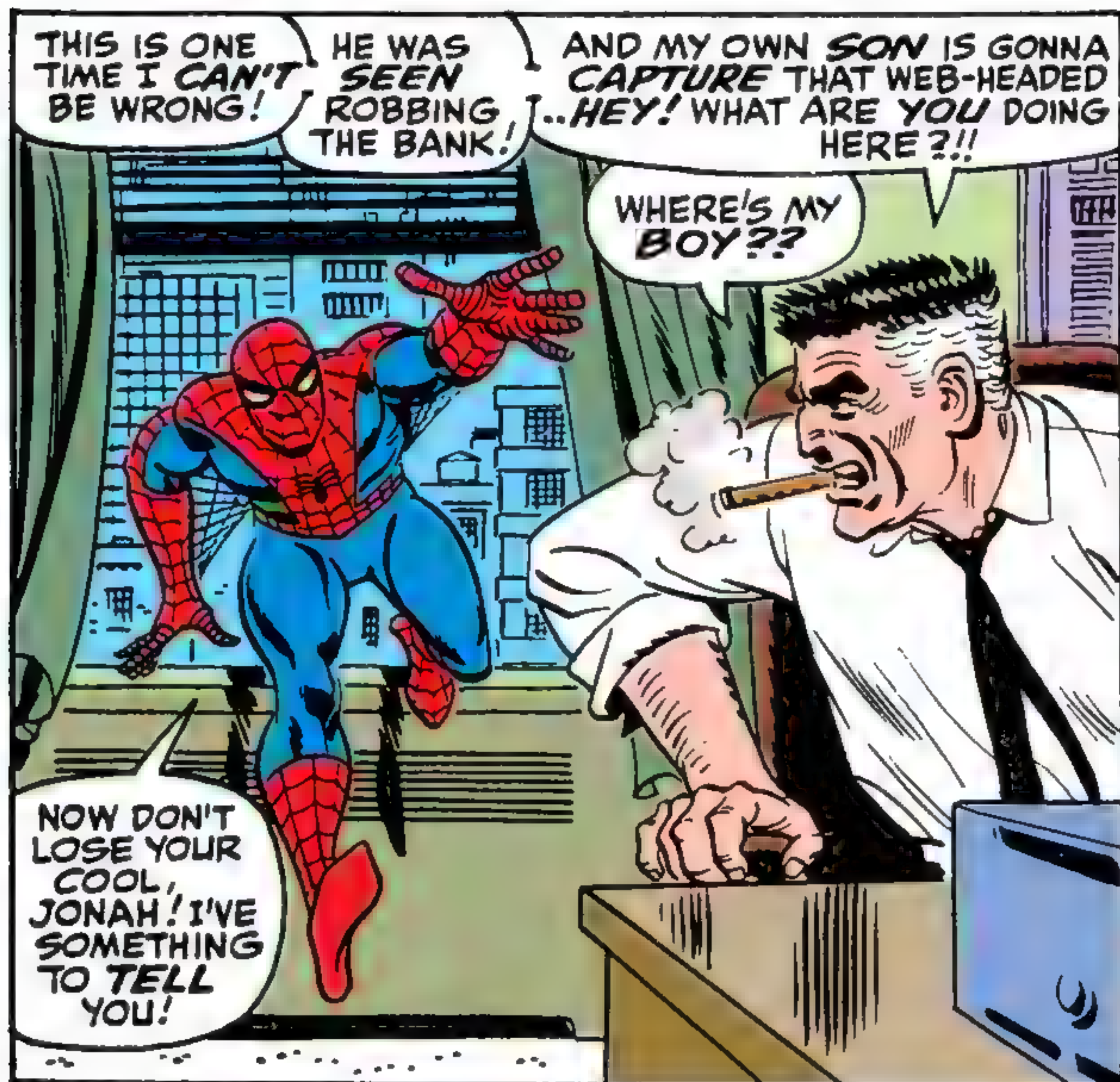
AND SPEAKING OF THAT PEERLESS PARAGON OF PUBLISHING PARSIMONY...

BUT IF I GO AFTER THE RHINO STORY, J.J., WHO'LL COVER YOUR SON'S CAPTURE OF SPIDER-MAN?

J. JONAH JAMESON HIMSELF, FOSWELL! THIS WILL BE THE GREATEST TRIUMPH OF MY ILLUSTRIOUS CAREER!

SURE, BOSS.. IF YOU SAY SO!







AND THEN... COLONEL JAMESON! I THOUGHT YOU'D BE HERE! I'VE ORDERS TO DRIVE YOU BACK TO YOUR HOTEL, SIR!

GO WITH HIM, SON! GET A GOOD NIGHT'S REST... THAT'S WHAT YOU NEED!

I KNOW WHAT I NEED!

I NEED TO FIND SPIDER-MAN AGAIN... AND PROVE THAT I CAN WHALE THE TAR OUT OF THAT CROOKED CREEP!

I'M A SUPER HERO NOW! AND I'M THE BEST THERE IS! I'M STRONGER THAN ANYONE... NOBODY'S GONNA PUSH ME AROUND! NOBODY!

WHAT'S COME OVER HIM? HE'S NOT MY HEROIC SON JOHN ANYMORE! HIS VOICE IS BITTER... ARROGANT... COMPLETELY MERCILESS!

JOHN.. LISTEN! DON'T.. DO ANYTHING.. RASH!

HE DIDN'T EVEN BOTHER TO ANSWER ME! HE.. HE'S BECOME LIKE.. A STRANGER

WHILE, IN A TYPICAL BEDROOM IN A TYPICAL HOME IN A TYPICAL NEIGHBORHOOD, A NOT-SO-TYPICAL SPIDER-POWERED YOUTH MAKES A SUDDEN DECISION...

IT'S NO USE! I CAN'T SLEEP... NO SENSE EVEN TRYING!

IT'S AS THOUGH SOMETHING'S CALLING ME... MAKING ME GET UP!

I LEFT THINGS TOO UNDECIDED WITH JONAH'S SON! I'VE GOT TO FIND HIM AGAIN!

SOMETHING... MAYBE IT'S MY SPIDER SENSE... TELLS ME HE'S TOO DANGEROUS TO BE AT LARGE IN THE CITY!

ONE THING IS FOR SURE... HE'S NOT THE SAME COL. JAMESON I ONCE KNEW AND LIKED!

AND, AT THAT MOMENT, IN ANOTHER PART OF THE CITY, AS IF TO LEND EMPHASIS TO SPIDEY'S WORDS...

NOBODY'S KEEPING ME COOPED UP IN A CRUMMY HOTEL ROOM!!

NOT WHILE SPIDER-MAN IS OUT THERE SOMEWHERE... PROBABLY GLOATING ABOUT HOW EASILY HE GOT AWAY FROM ME!

WELL, I'M GONNA FIND HIM AGAIN... AND THIS TIME HE WON'T GET AWAY.. NOT EVER!

**BTAM!**

COLONEL JAMESON! WAIT! YOU.. YOU CAN'T..!

SHUDDUP! GET OUT OF MY WAY! EVEN A HUNDRED LIKE YOU COULDN'T STOP ME NOW!

BUT... WE HAVE OUR ORDERS! YOU'RE NOT SUPPOSED TO.. UNNNHHH!

I SAID OUT OF MY WAY!

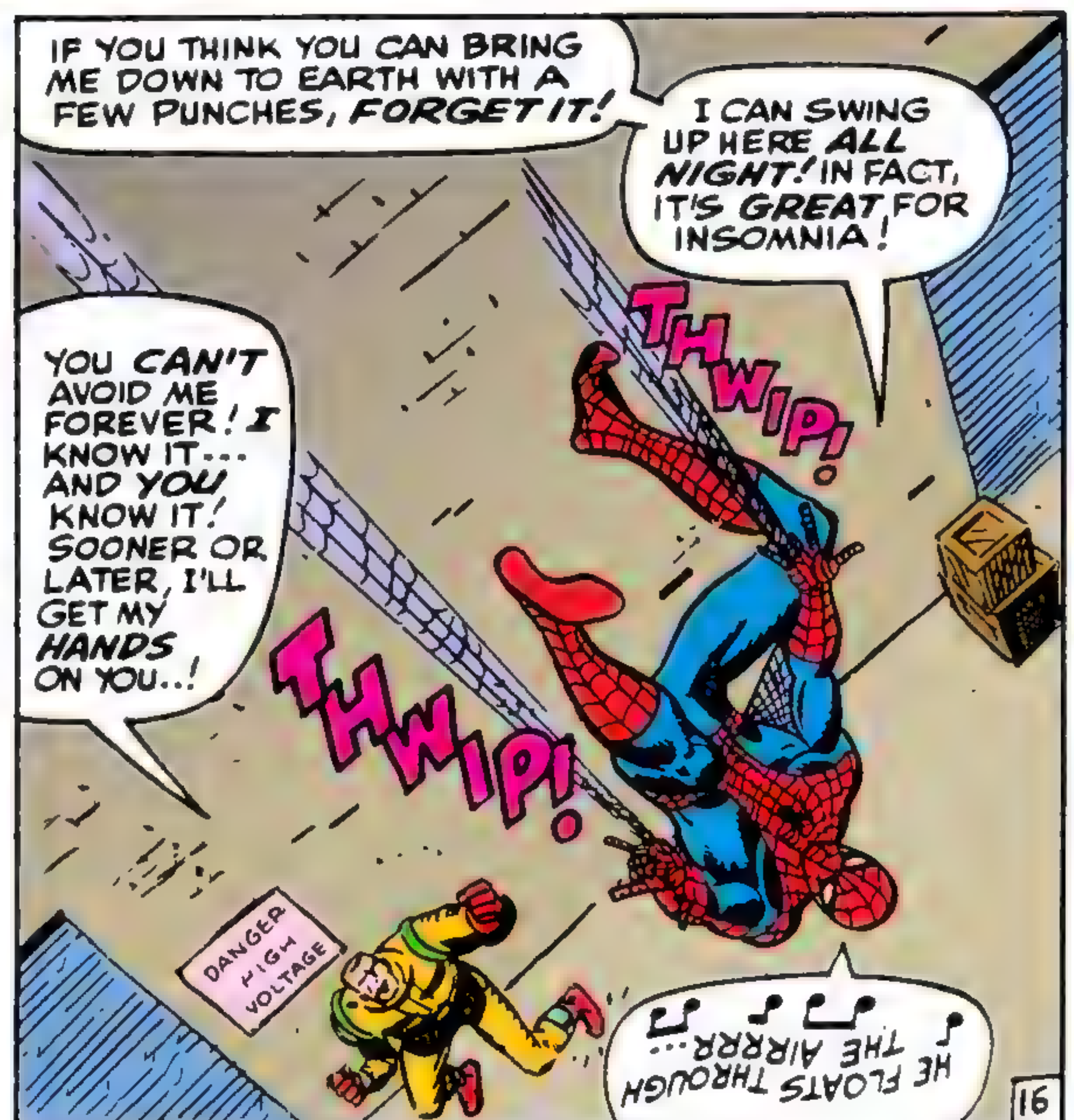
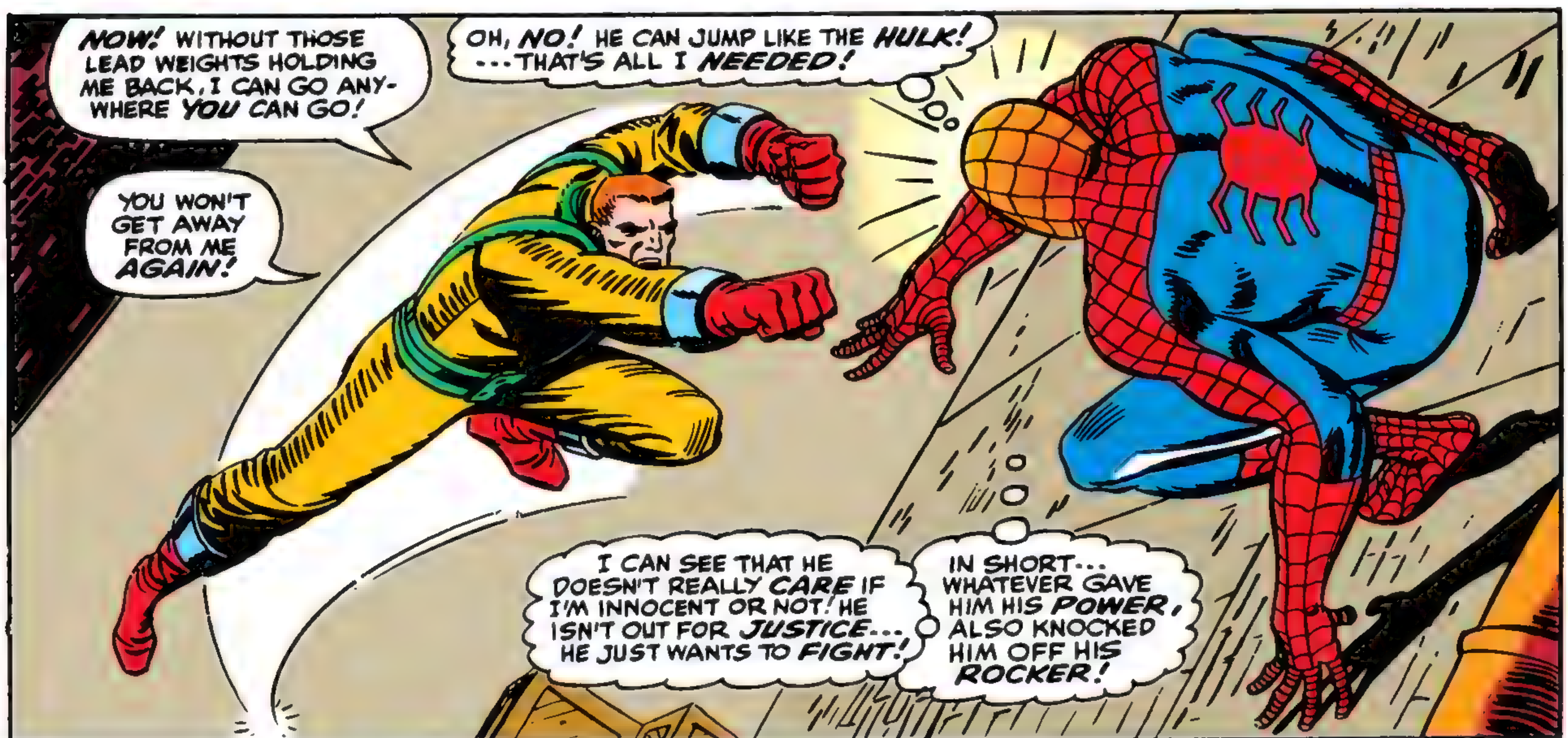
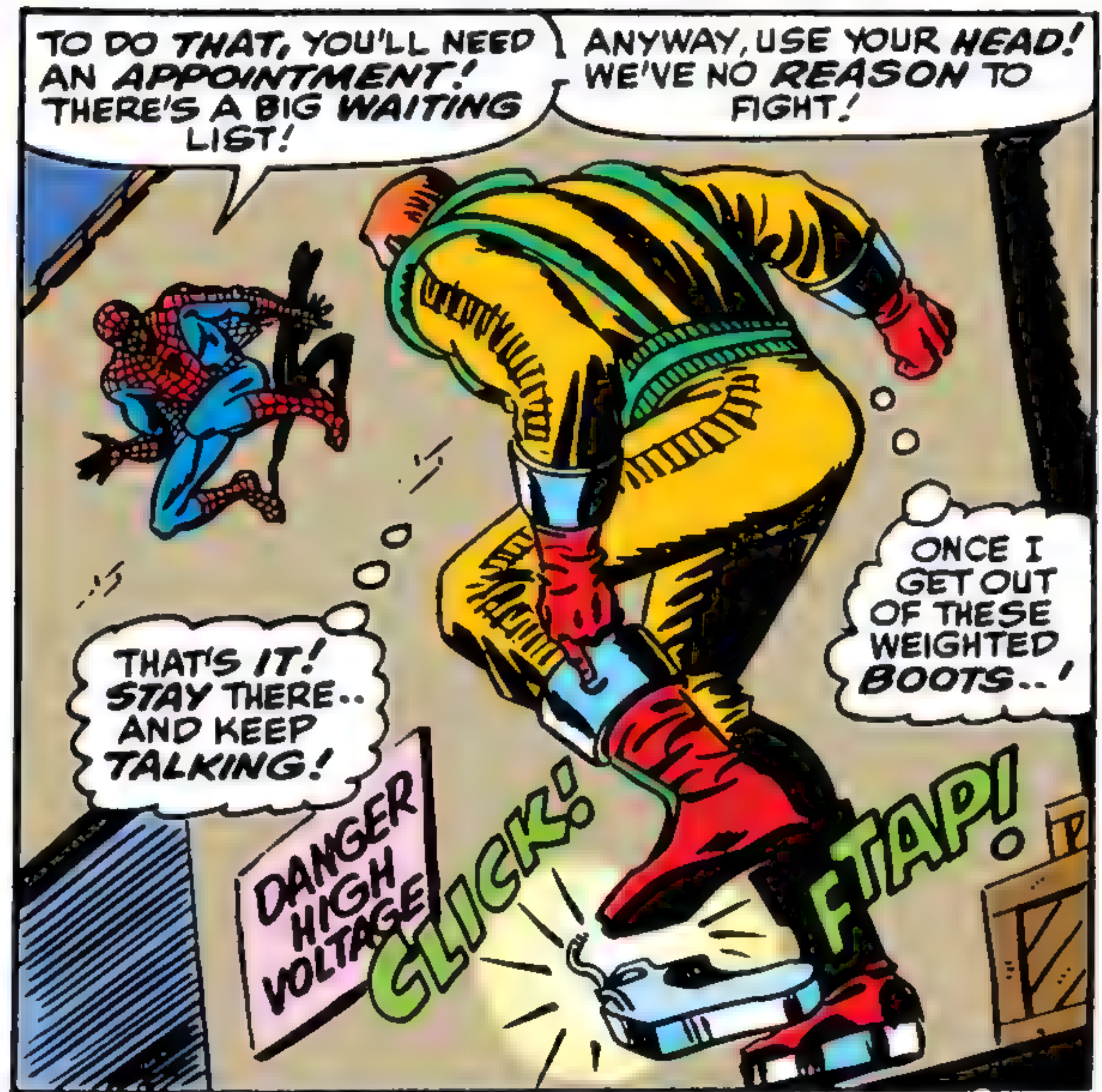
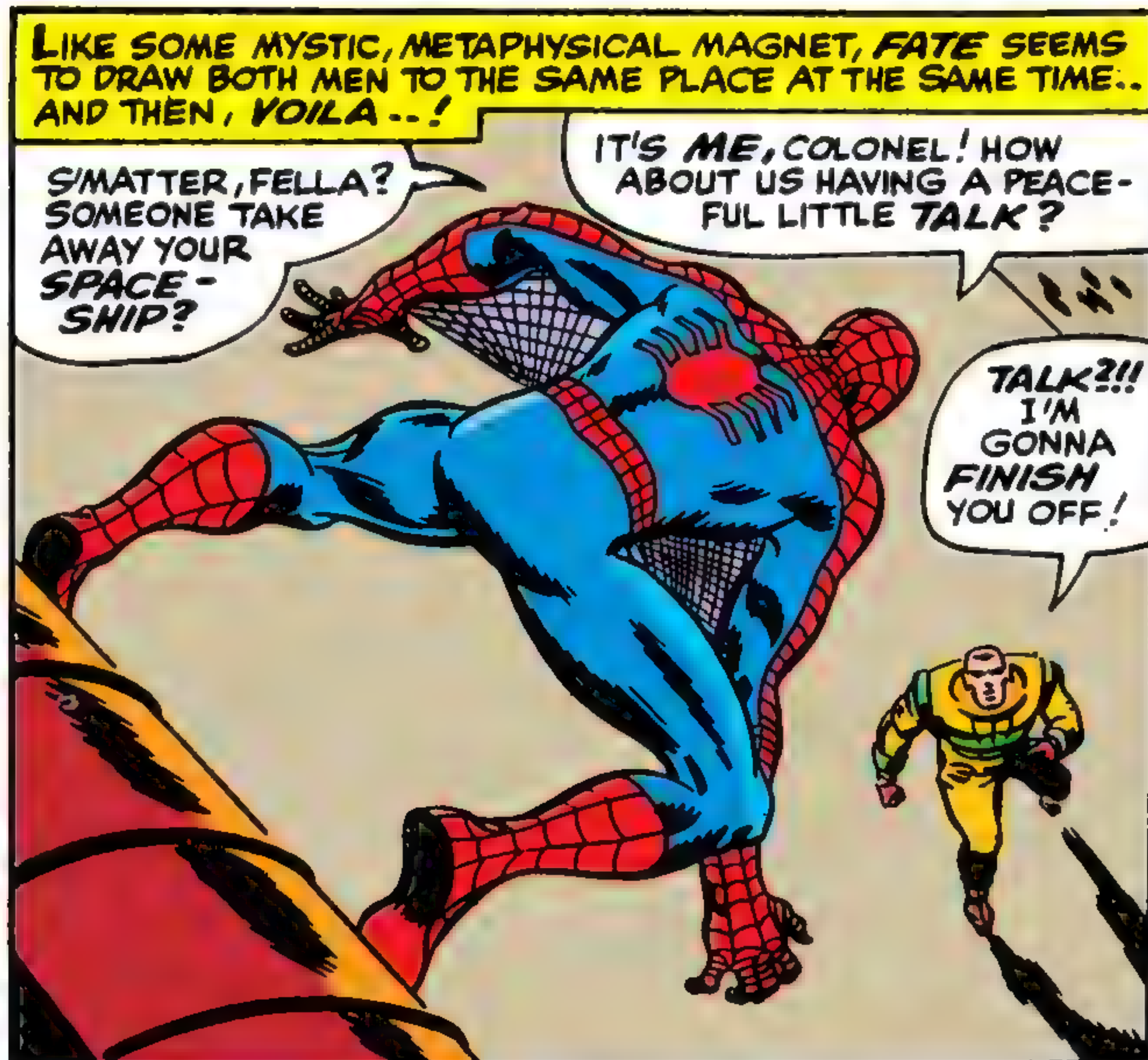
I DON'T CARE WHAT ANYONE SAYS! I DON'T EVEN CARE IF SPIDER-MAN DIDN'T ROB THAT BANK!

I'VE GOTTA PROVE I CAN BEAT HIM! I'VE GOTTA PROVE I'M THE GREATEST SUPER HERO OF ALL!

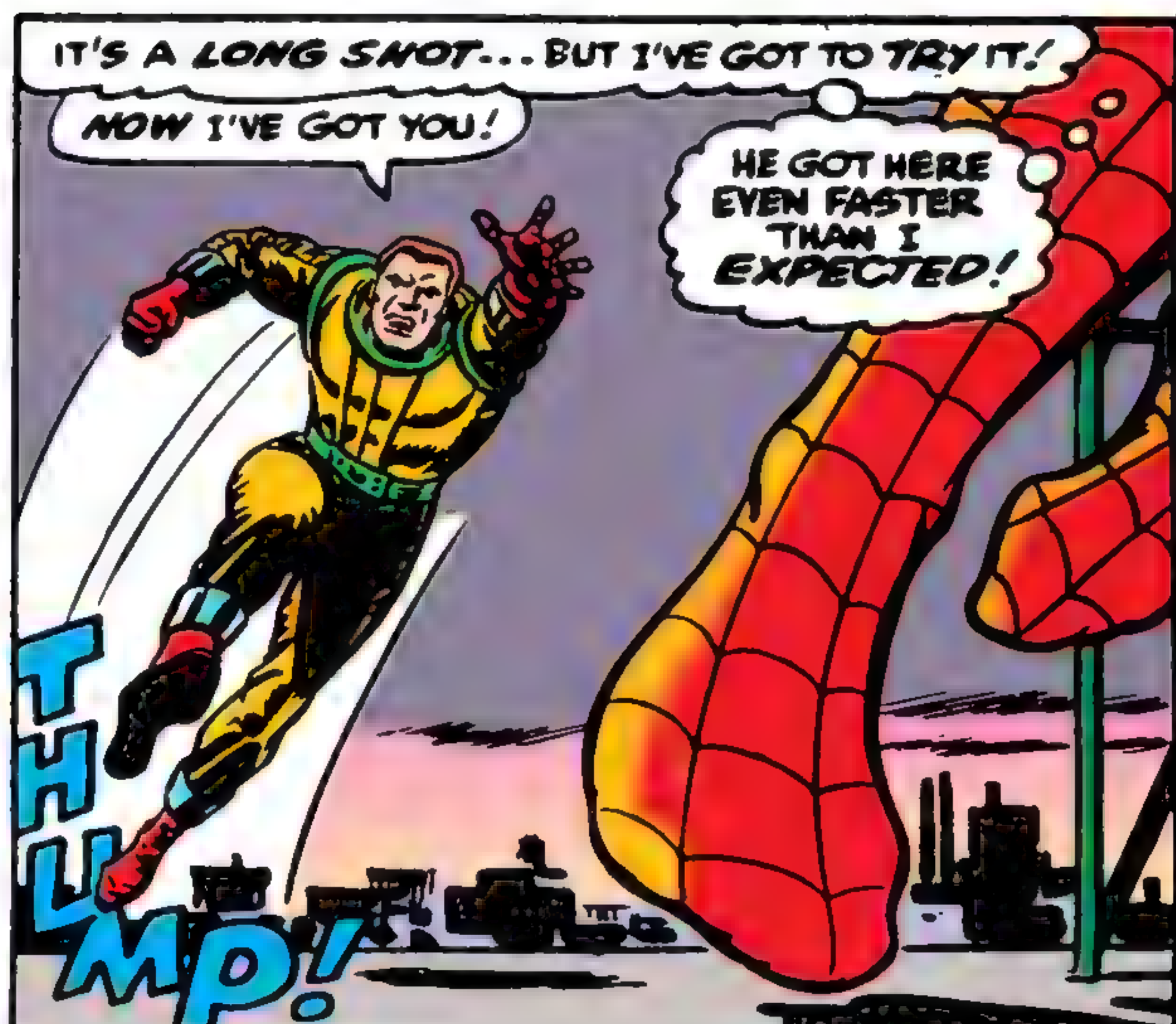
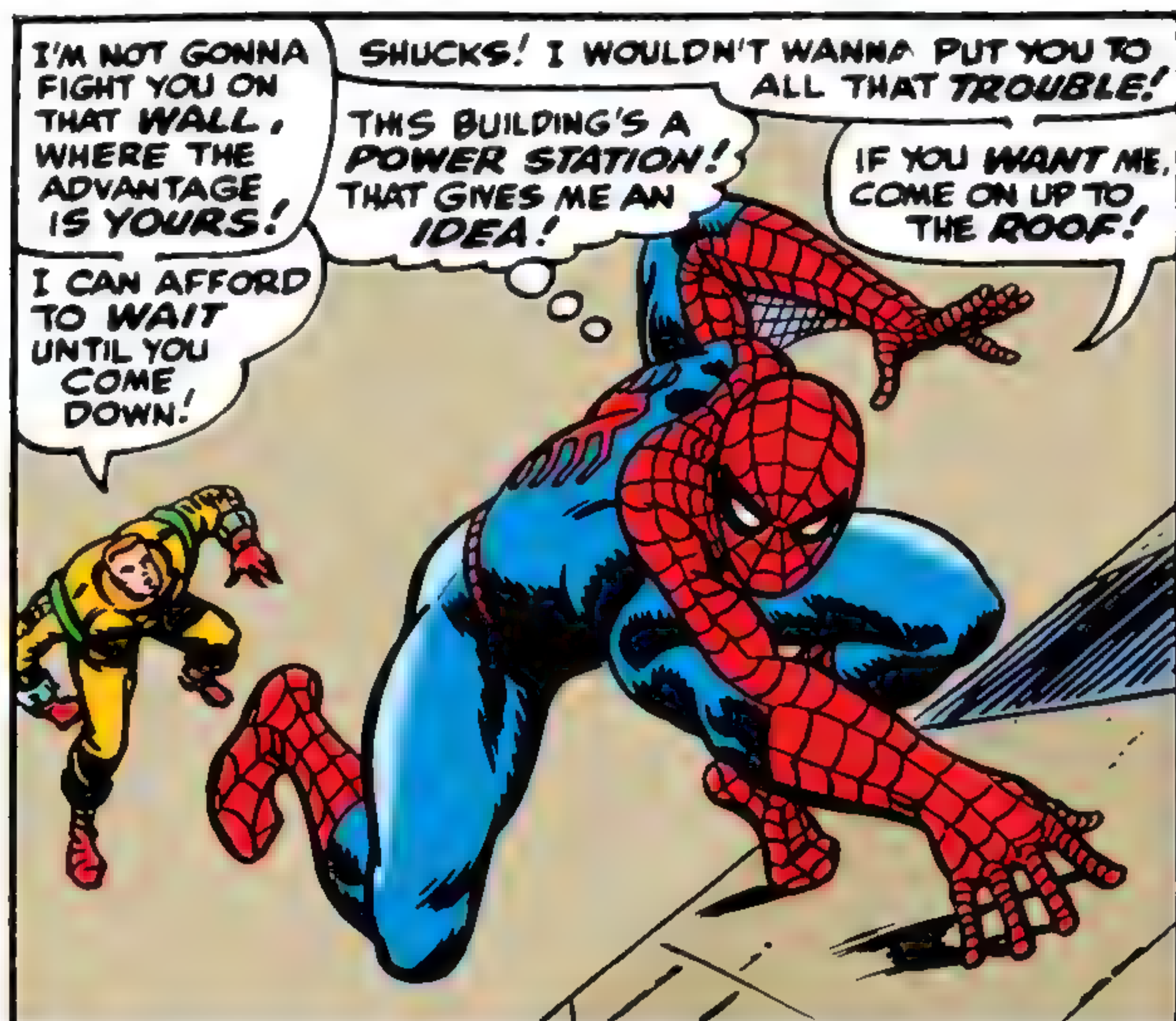
I DON'T HAVE TO ANSWER TO ANYONE! I'VE GOT THE POWER.. THE STRENGTH.. TO MAKE MY OWN RULES... TO WRITE MY OWN TICKET... ANYWHERE!

**THUMP THUMP!**

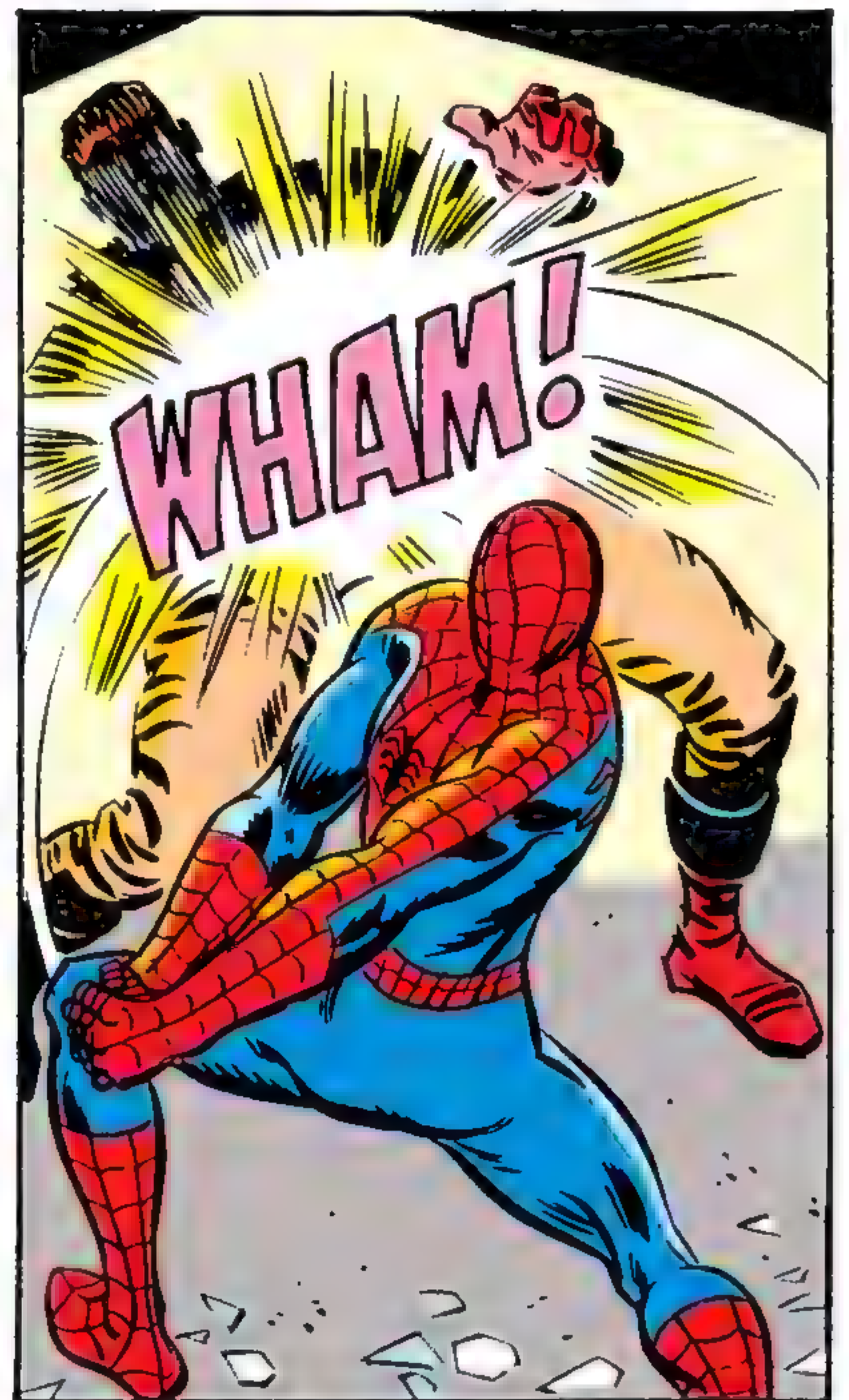
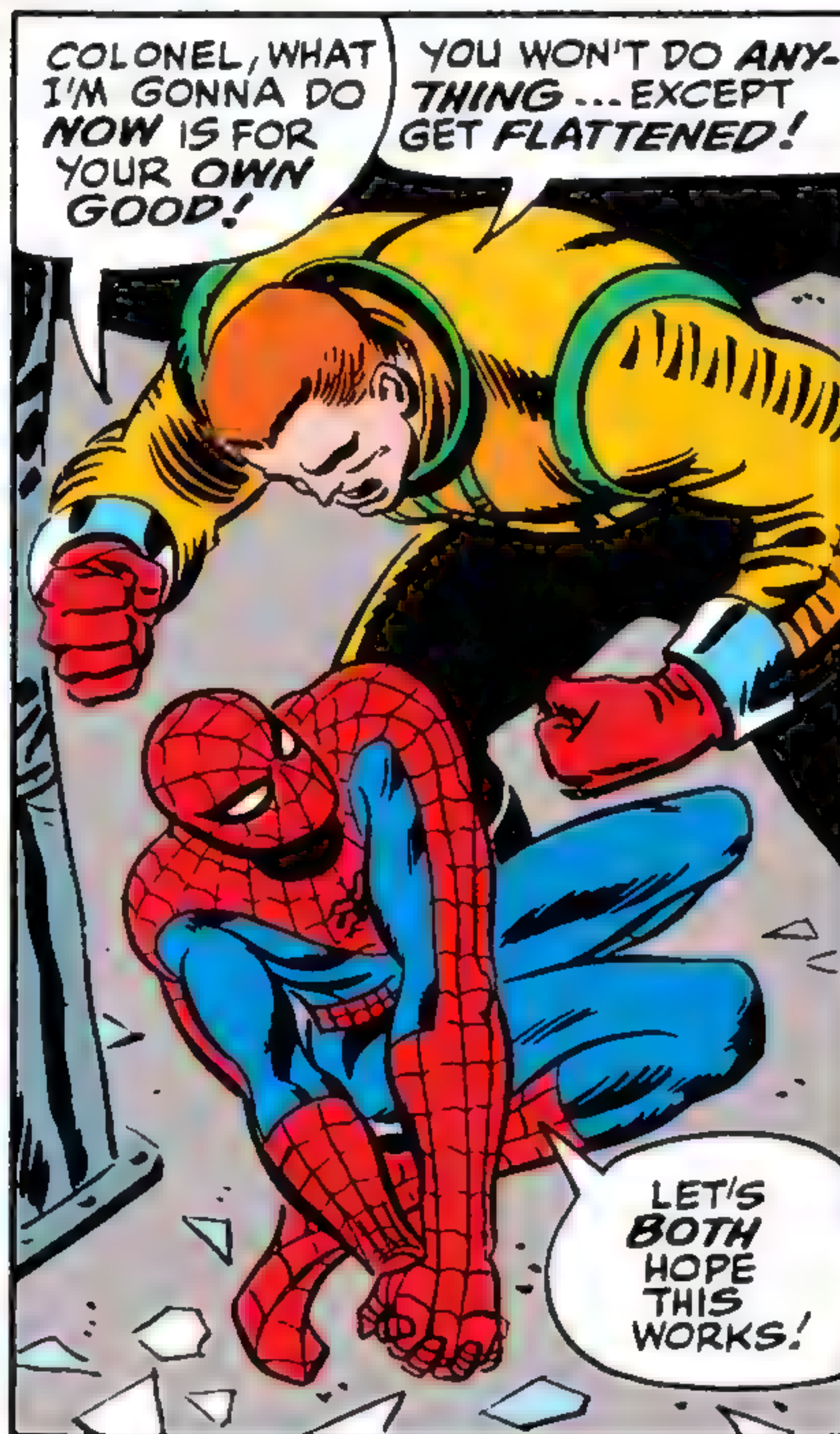
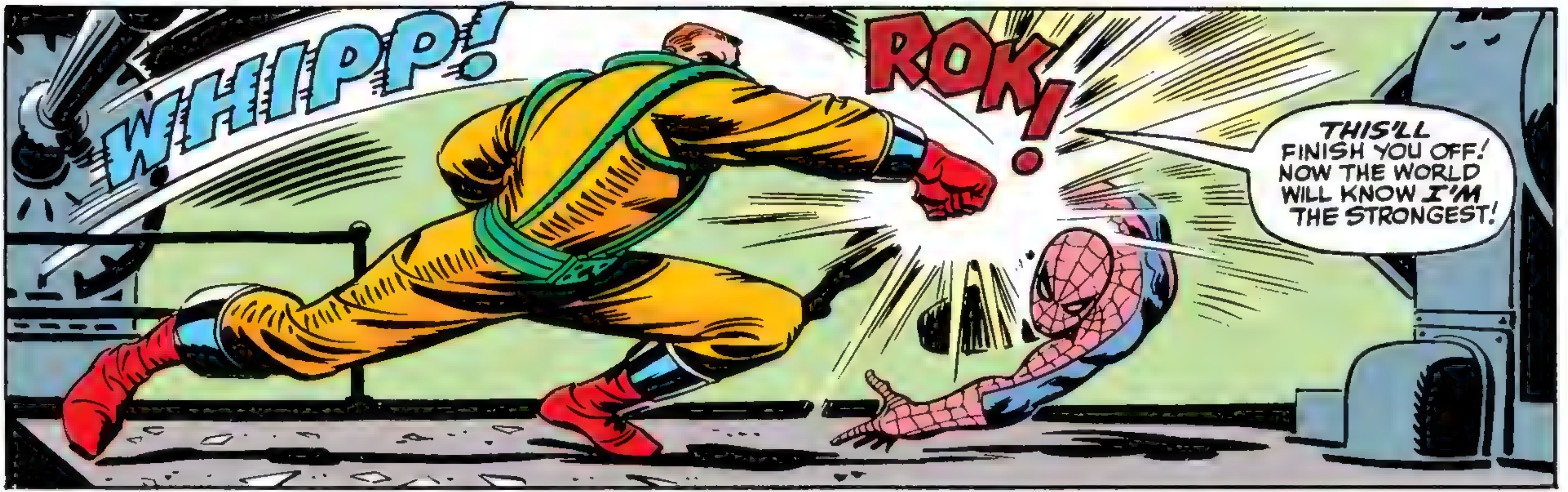




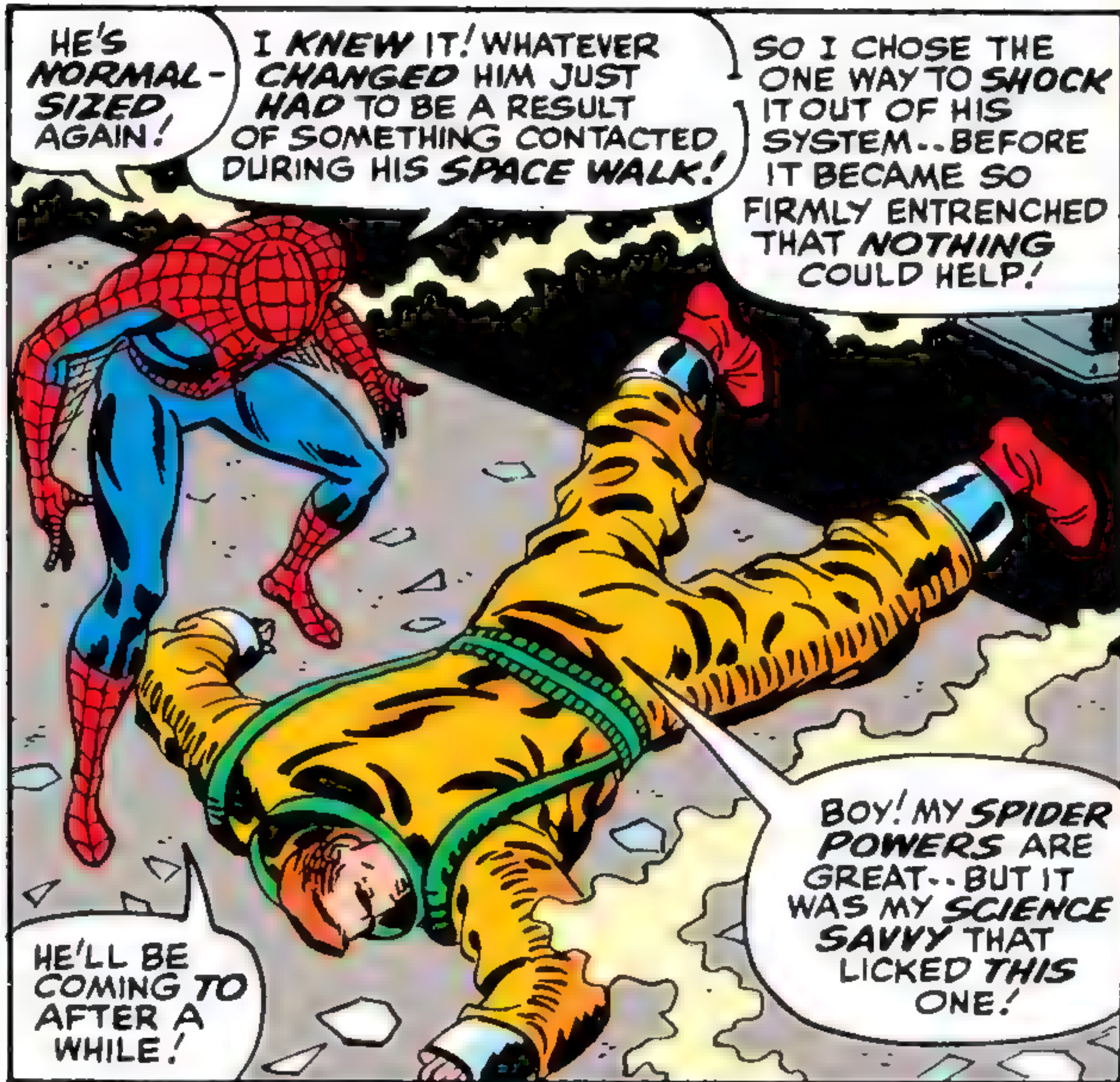












HE'S **NORMAL-SIZED** AGAIN!

I **KNEW** IT! WHATEVER **CHANGED** HIM JUST **HAD** TO BE A RESULT OF SOMETHING CONTACTED DURING HIS **SPACE WALK**!

SO I **CHOSE** THE ONE WAY TO **SHOCK** IT OUT OF HIS SYSTEM... BEFORE IT BECAME SO **FIRMLY ENTRENCHED** THAT **NOTHING** COULD HELP!

HE'LL BE **COMING TO AFTER** A WHILE!

BOY! MY **SPIDER POWERS** ARE GREAT... BUT IT WAS MY **SCIENCE SAVVY** THAT **LICKED THIS ONE**!



**TEN MINUTES AND TWENTY-SIX SECONDS LATER...**  
(BECAUSE WE KNOW YOU'RE A **STICKLER FOR ACCURACY**!)

I NEVER THOUGHT WE'D GET A CALL TO **COME RUNNING** FROM **SPIDER-MAN** HIMSELF!

HIS **PULSE**, HIS **BLOOD PRESSURE**, EVERYTHING ELSE... ALL CHECK OUT **A-OKAY**! HE'S BACK TO **NORMAL** AGAIN!

IF HE'S **HIMSELF** AGAIN, IT MEANS THOSE **SPORES** HAVE BEEN **DESTROYED**!

OUR **LAB BOYS** WILL

BE **GLAD** TO HEAR IT! THEY WERE **CONVINCED** THE **WHOLE EARTH** WAS IN **DANGER** WHILE THEY **LIVED**!

BUT...HOW DID IT **HAPPEN**?

WHO **KNOCKED HIM OUT**??



WHAT'S THE **DIFFERENCE**.. AS LONG AS HE'S **ALL RIGHT**!

MY **SENTIMENTS EXACTLY**!

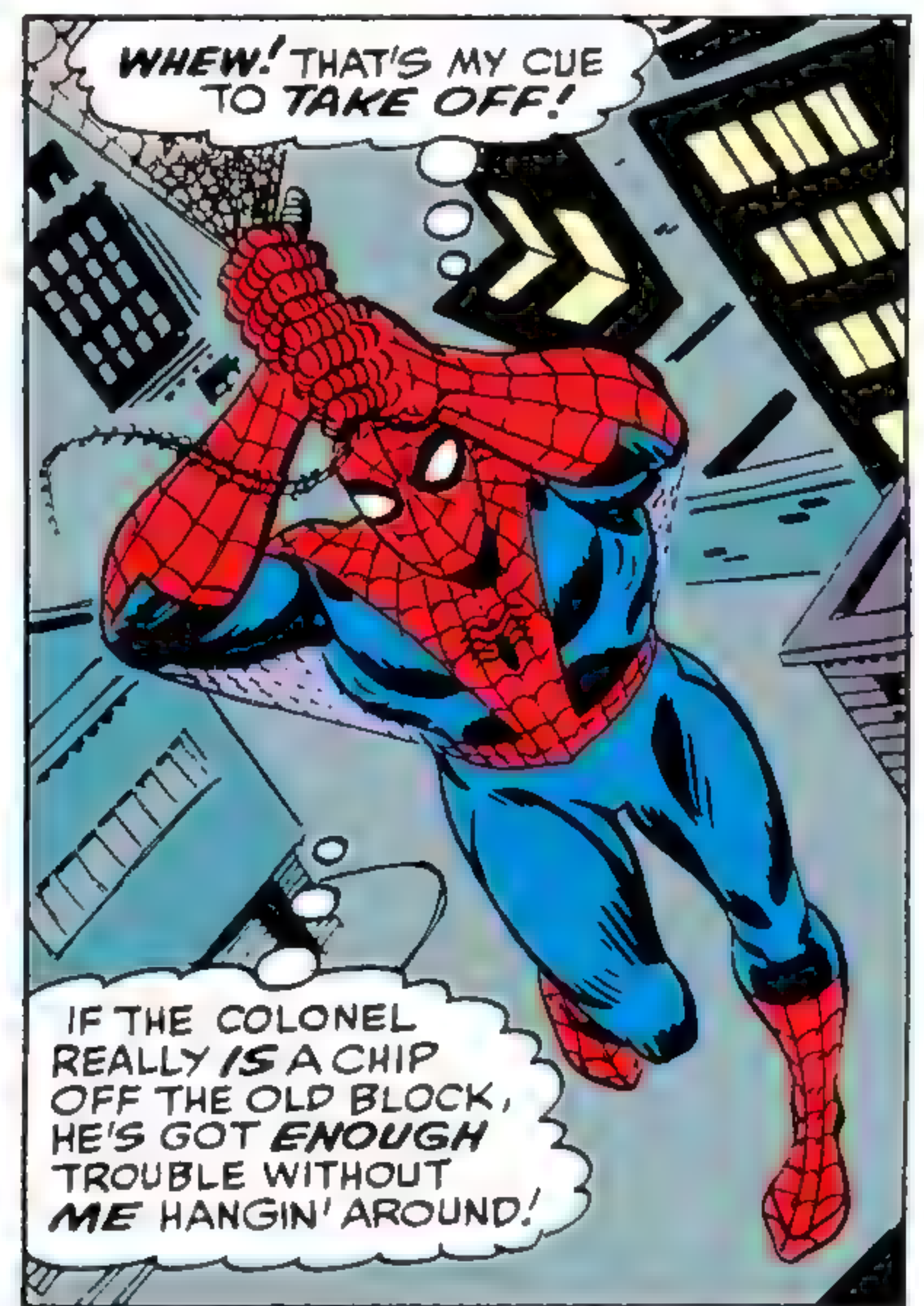


**NO!** DON'T YOU **SEE**?? IT'S **SPIDER-MAN'S** **FAULT**!

HE **TORMENTED** MY **SON**... MADE HIM **FIGHT**... TRIED TO **TURN HIM INTO A KILLER**... LIKE HE **HIMSELF IS**...

BUT HE COULDN'T **DO IT**! JOHN WAS TOO **BRAVE**, TOO **STRONG**, TOO **SMART**!

HE'S A **CHIP OFF THE OLD BLOCK**!



**WHEN!** THAT'S MY **CUE TO TAKE OFF**!

IF THE **COLONEL** REALLY **IS** A **CHIP OFF THE OLD BLOCK**, HE'S GOT **ENOUGH TROUBLE** WITHOUT **ME** **HANGIN' AROUND**!



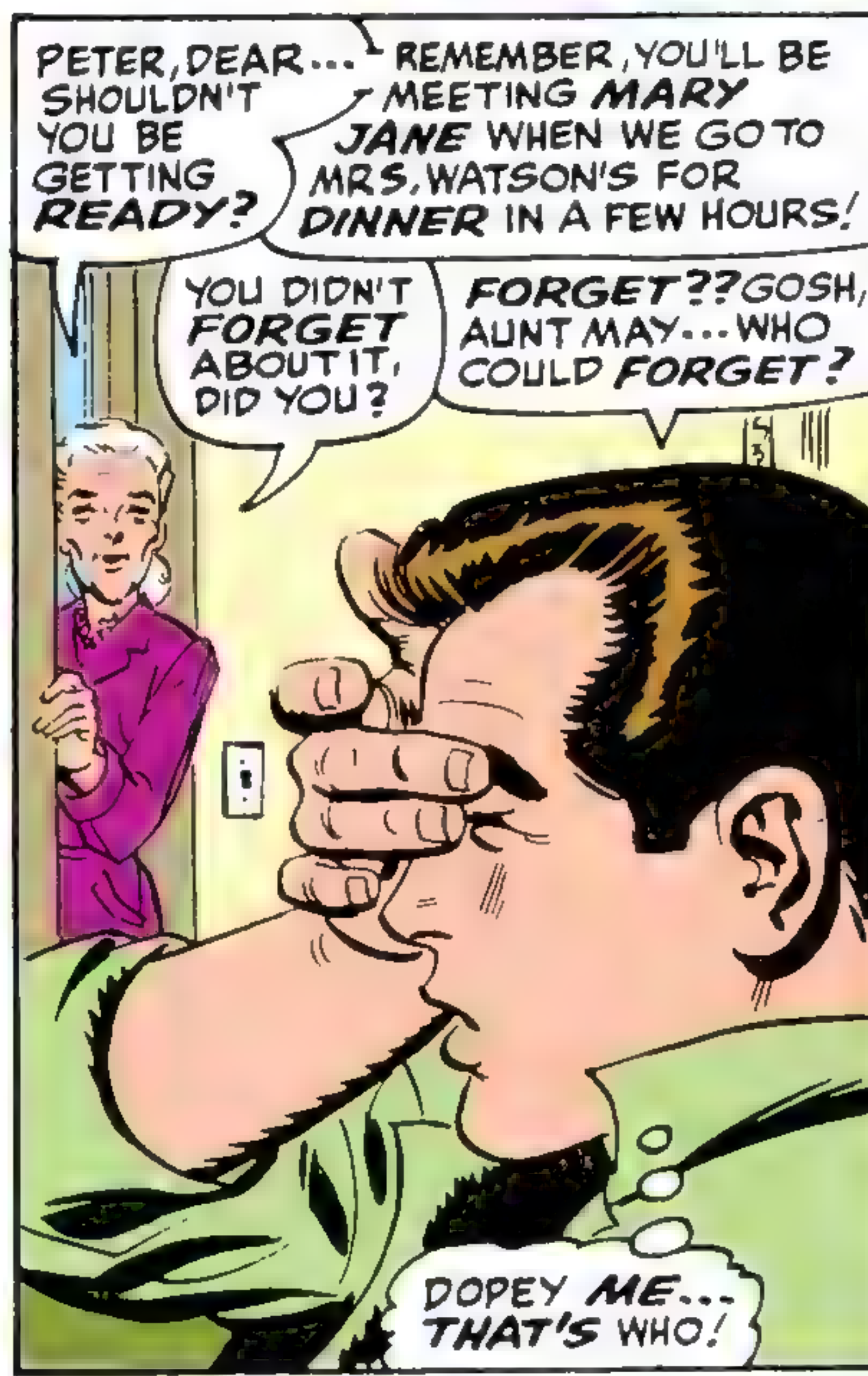
**AND A FEW HOURS LATER...**

**AHHH**, MY **FAVORITE TIME** OF THE **WEEK**... **GOOD OL' SUNDAY**!

**NOTHING TO DO BUT TAKE IT EASY**... **TUNE UP MY CYCLE**... AND **SOAK UP SOME SUN**...

...IF THERE'S **ANY SUN LEFT**! I **SLEPT MOST OF THE DAY AWAY**!

WONDER WHAT **GWEN'S** DOING? **MEBBE I'LL GIVE HER A CALL**!

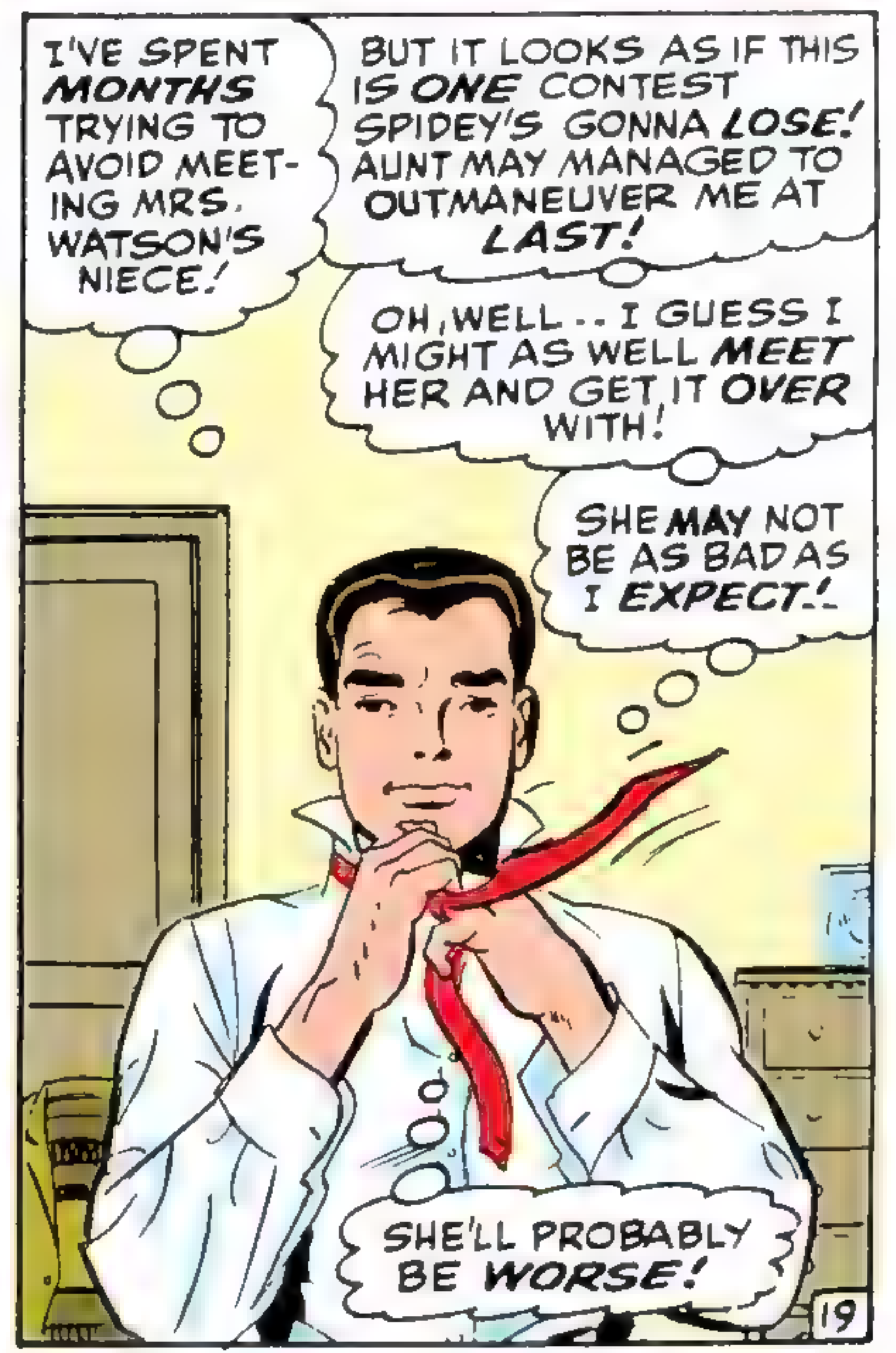


PETER, DEAR... REMEMBER, YOU'LL BE **SHOULDN'T** MEETING **MARY JANE** WHEN WE GO TO **MRS. WATSON'S** FOR **DINNER** IN A FEW HOURS!

YOU DIDN'T **FORGET** ABOUT IT, DID YOU?

**FORGET??** GOSH, **AUNT MAY**... WHO COULD **FORGET**?

**DOPEY ME**... THAT'S WHO!



I'VE SPENT **MONTHS** TRYING TO **AVOID MEETING MRS. WATSON'S NIECE**!

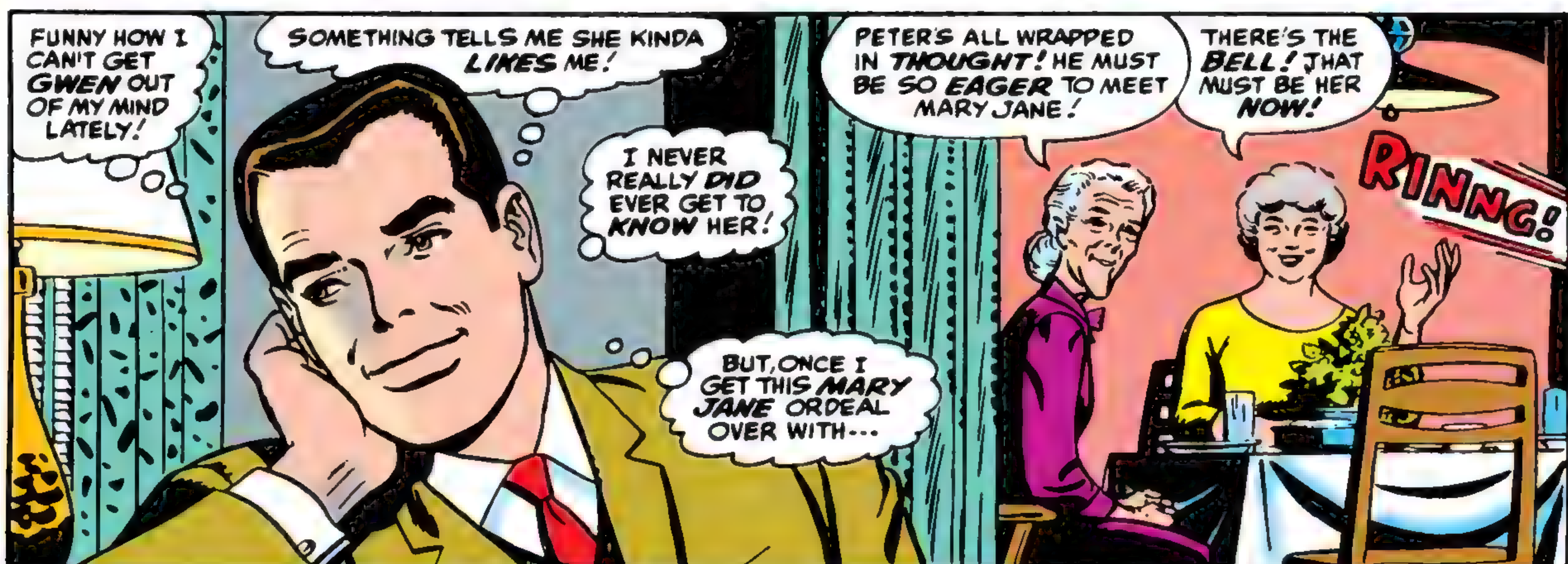
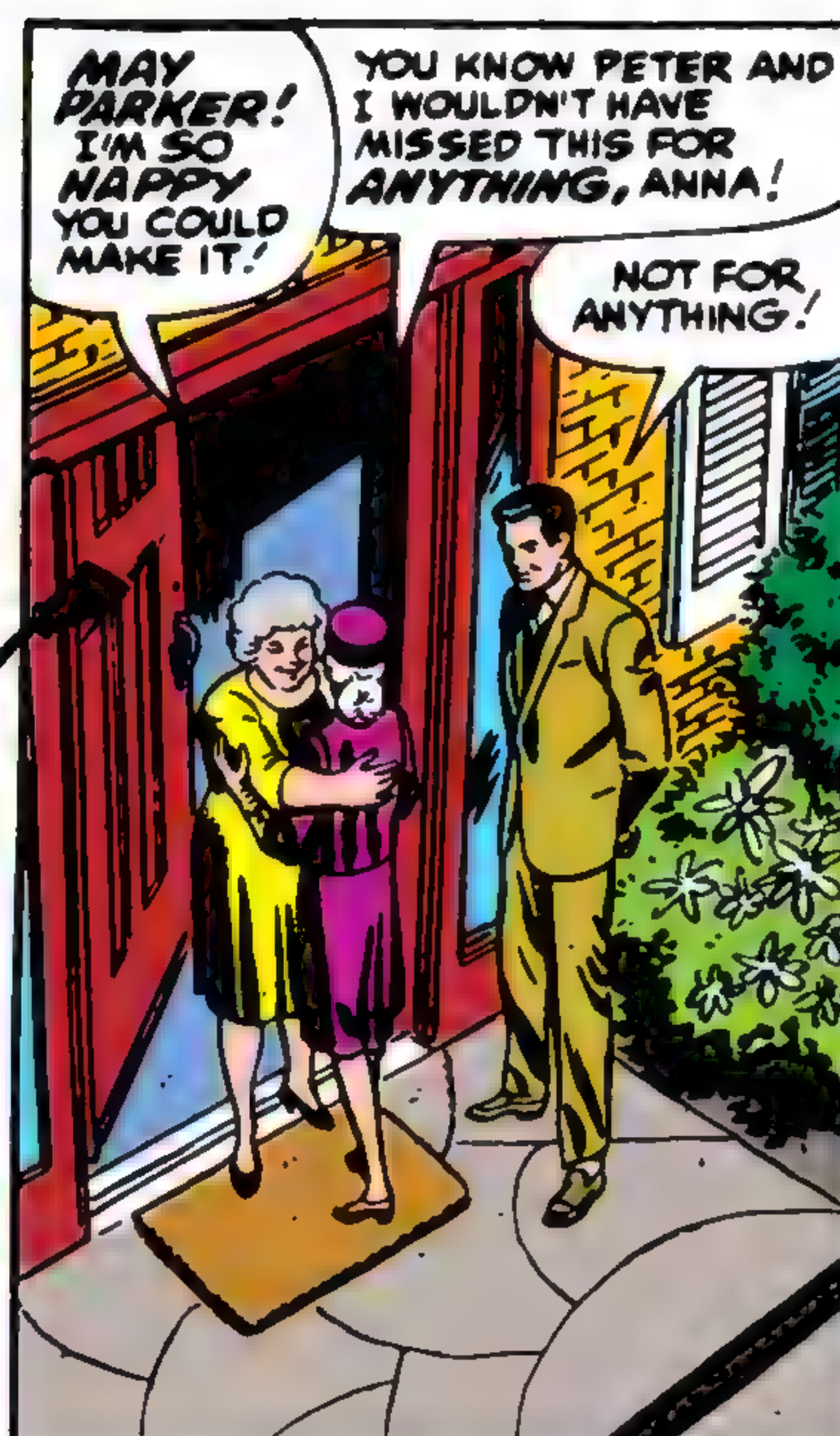
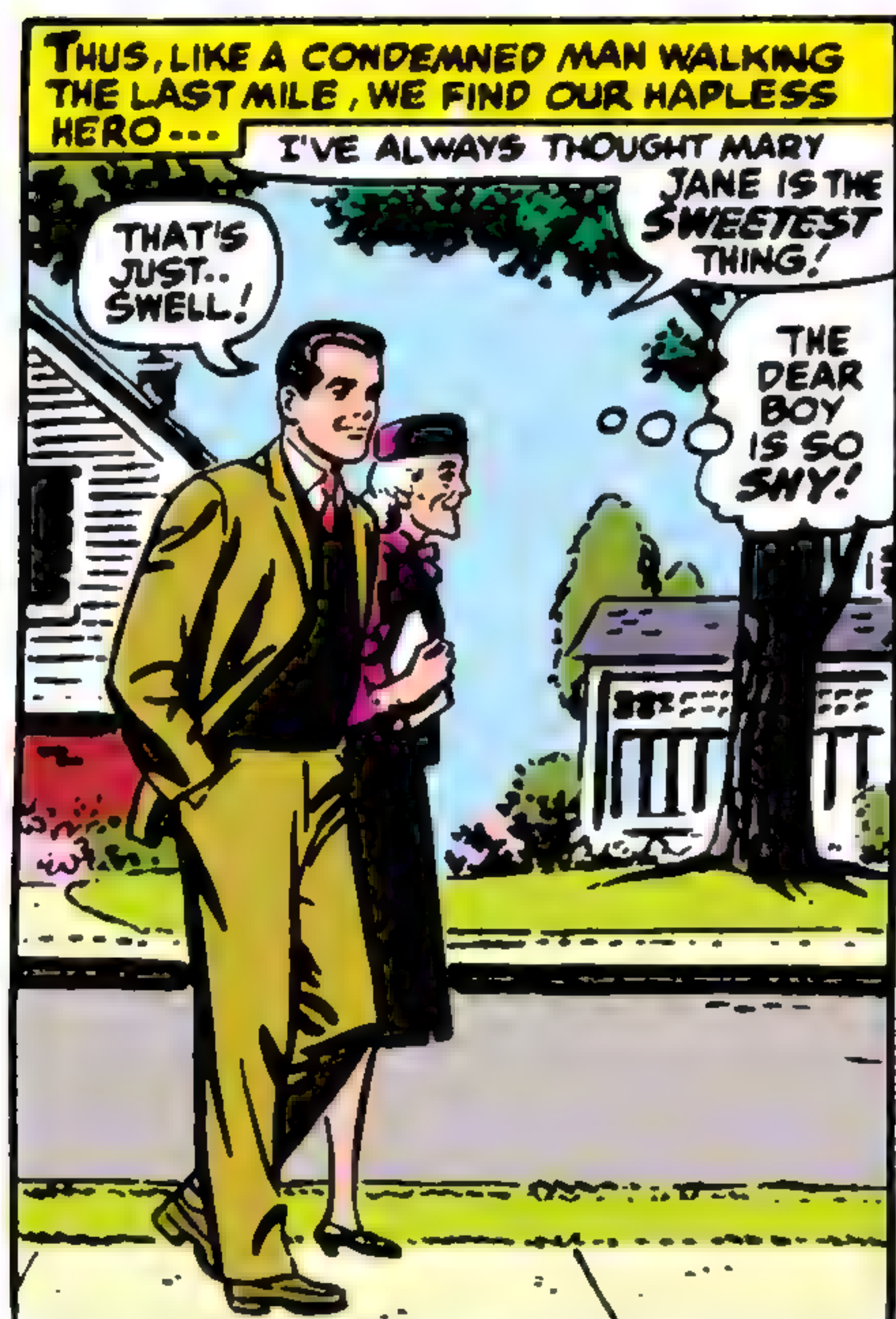
BUT IT LOOKS AS IF THIS IS **ONE CONTEST** **SPIDEY'S GONNA LOSE**! **AUNT MAY** MANAGED TO **OUTMANEUVER ME AT LAST**!

OH, WELL... I GUESS I MIGHT AS WELL **MEET HER** AND **GET IT OVER WITH**!

SHE MAY NOT BE AS **BAD AS I EXPECT**!

SHE'LL PROBABLY BE **WORSE**!





**NEXT:**  
**"THE**  
**RHINO**  
**ON THE RAMPAGE!"**  
**PLUS:**  
**A SWINGIN' SURPRISE OR TWO!**  
**'NUFF SAID!**





**MARVEL**  
**COMICS**  
**GROUP**  
**12¢** **43**  
**IND.** **DEC**

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

# the AMAZING SPIDER-MAN

**"RHINO  
ON THE  
RAMPAGE!"**



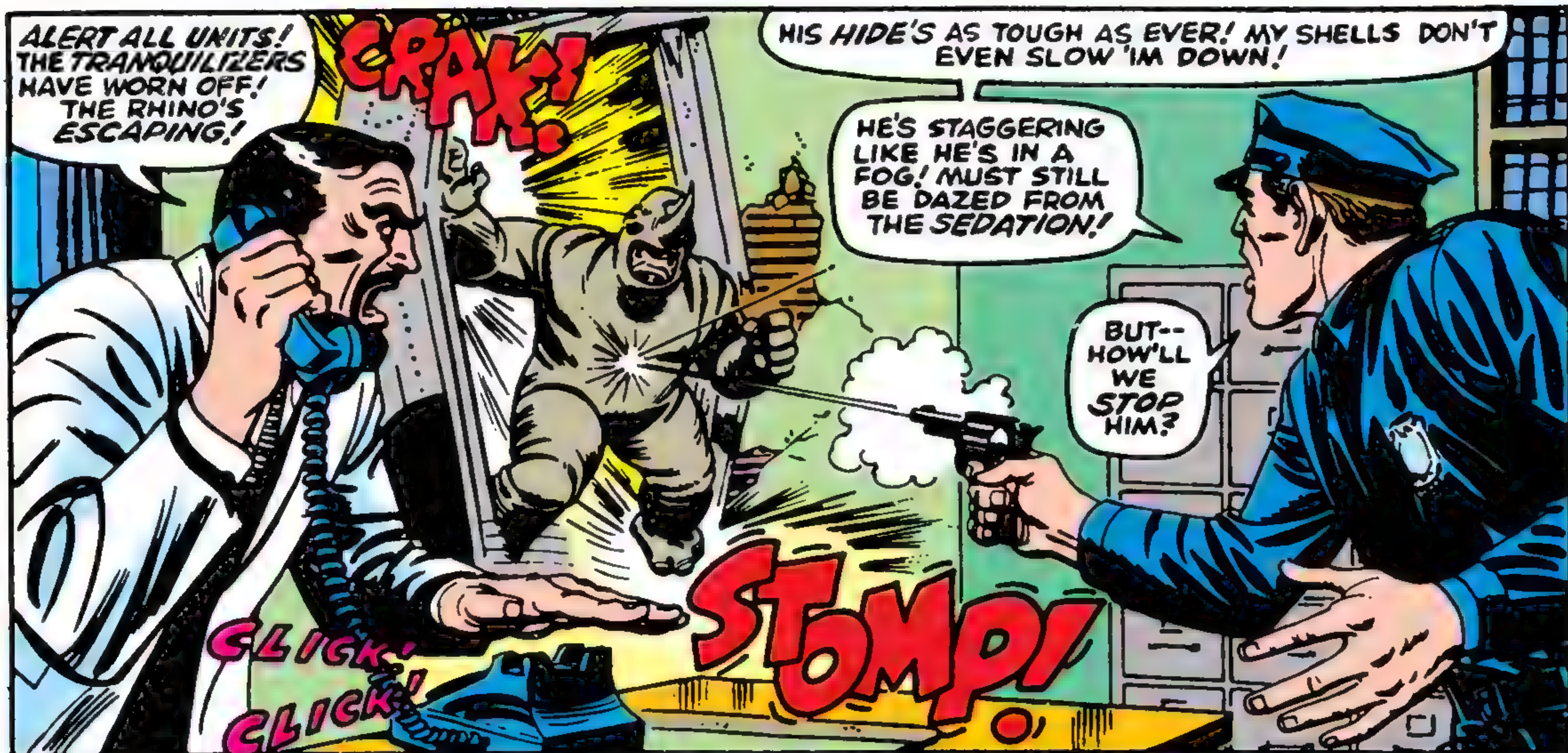
**THE AMAZING SPIDER-MAN!**

# "RHINO ON THE RAMPAGE!"



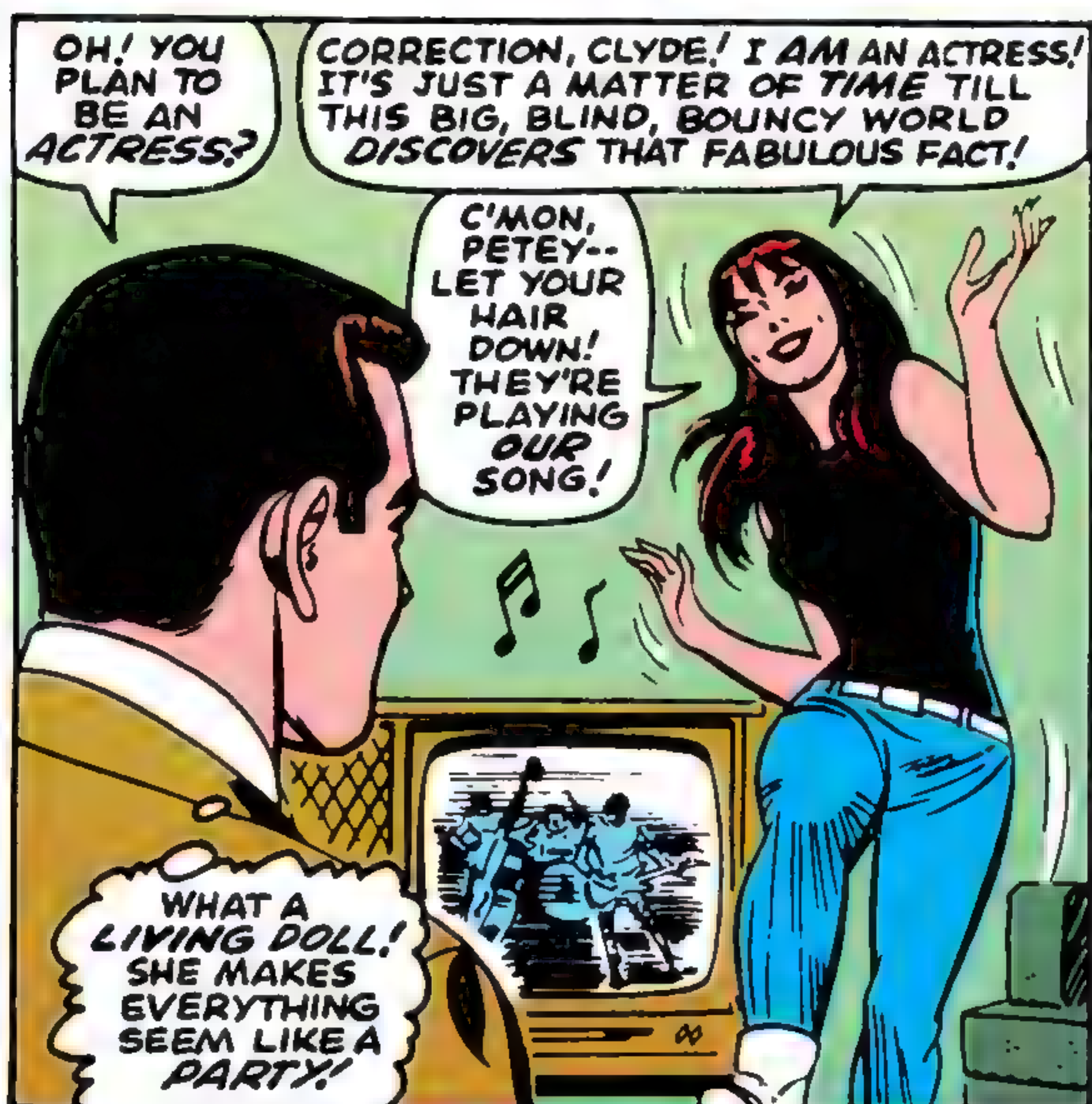
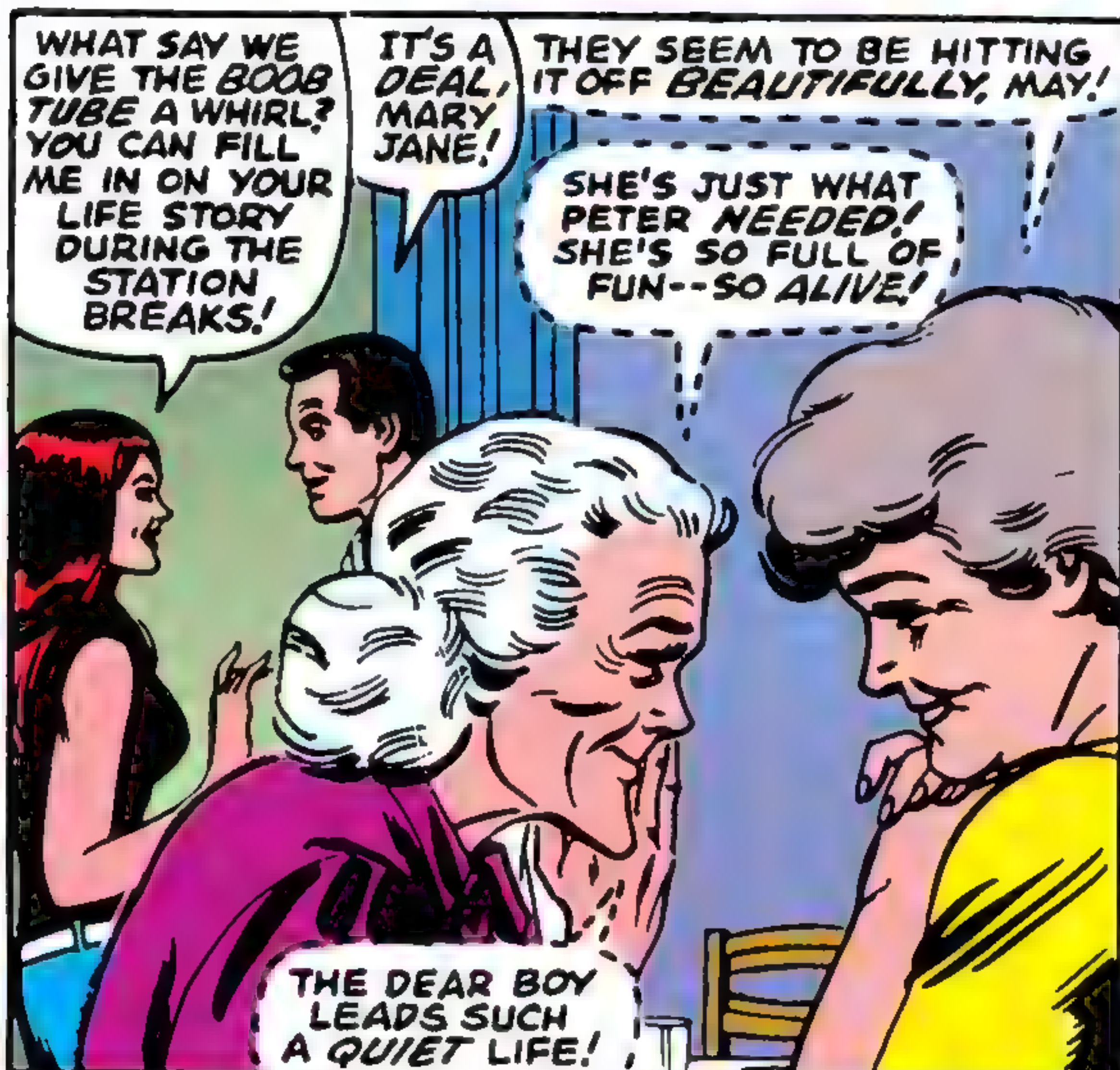
WE'LL SKIP THE EXPLANATIONS THIS  
ISH! NO MORE WORDS OF OURS COULD  
POSSIBLY DO JUSTICE TO THIS ACTION-  
PACKED THRILLER, PRODUCED BY:  
STAN (THE MAN) LEE, WRITER  
JOHN (RING-A-DING) ROMITA, ARTIST  
ARTIE (STOUT-HEARTED) SIMEK, LETTERER  
NOW, FASTEN YOUR SEAT BELTS!  
WE'RE OFF--!



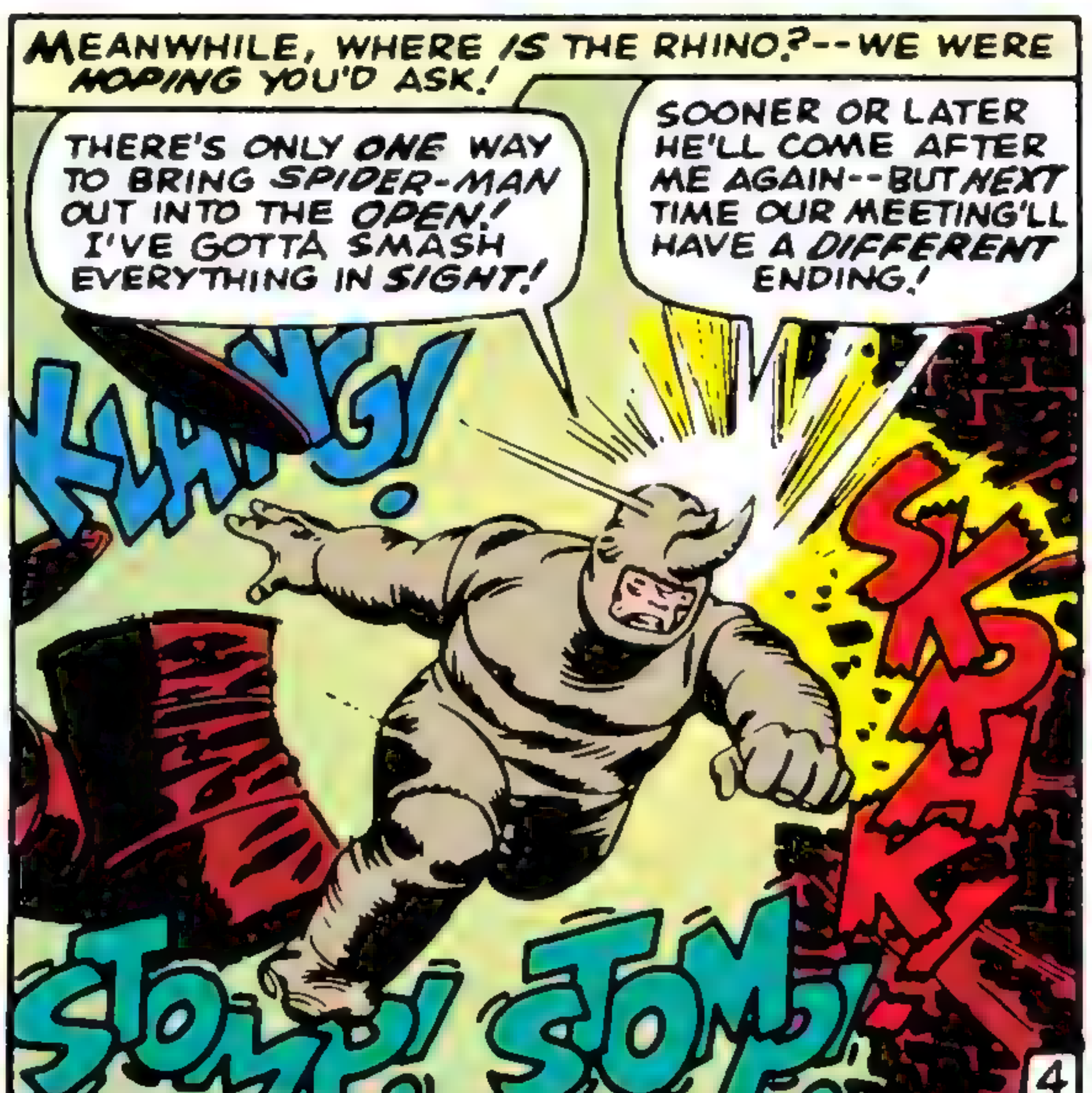
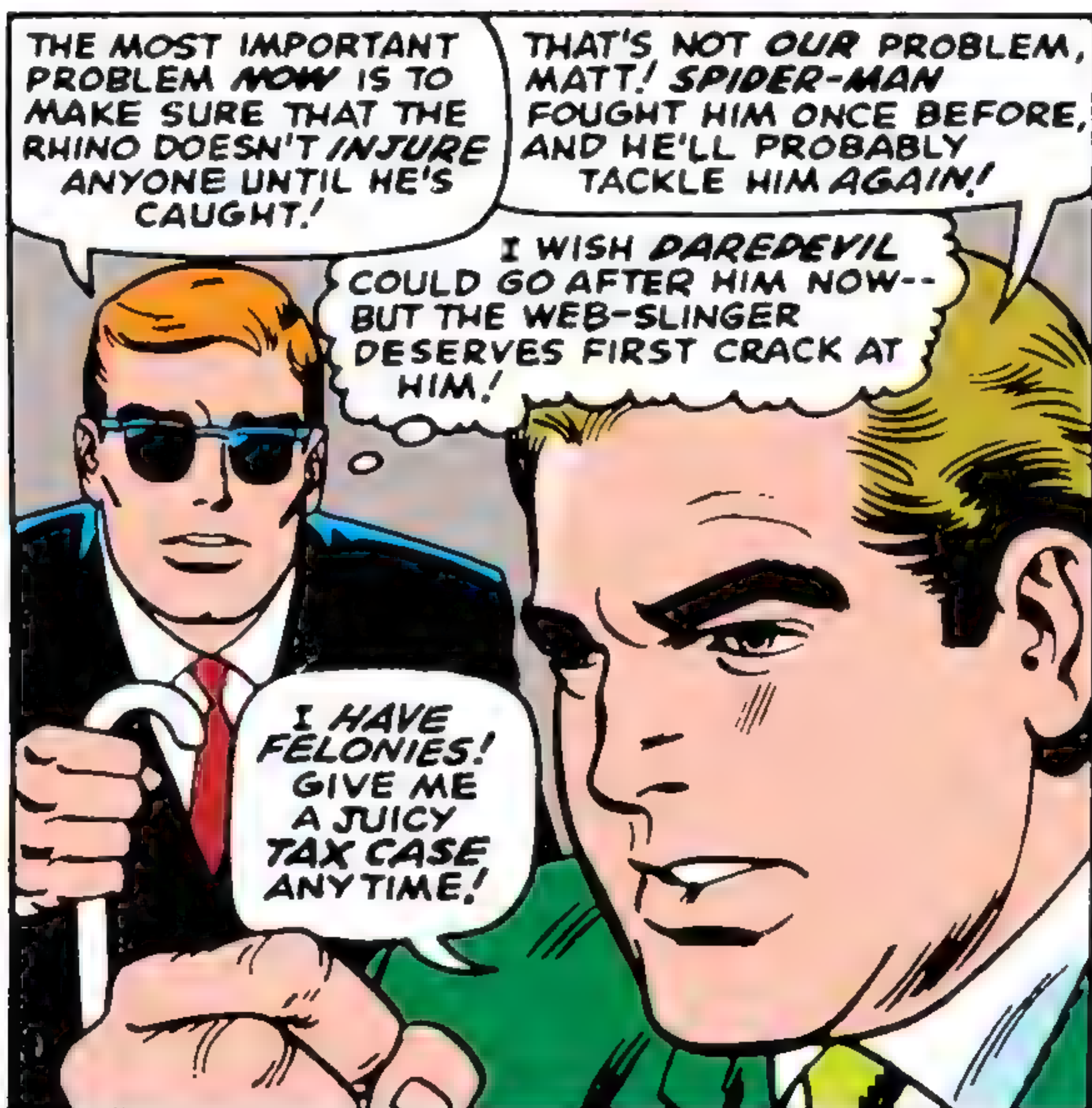
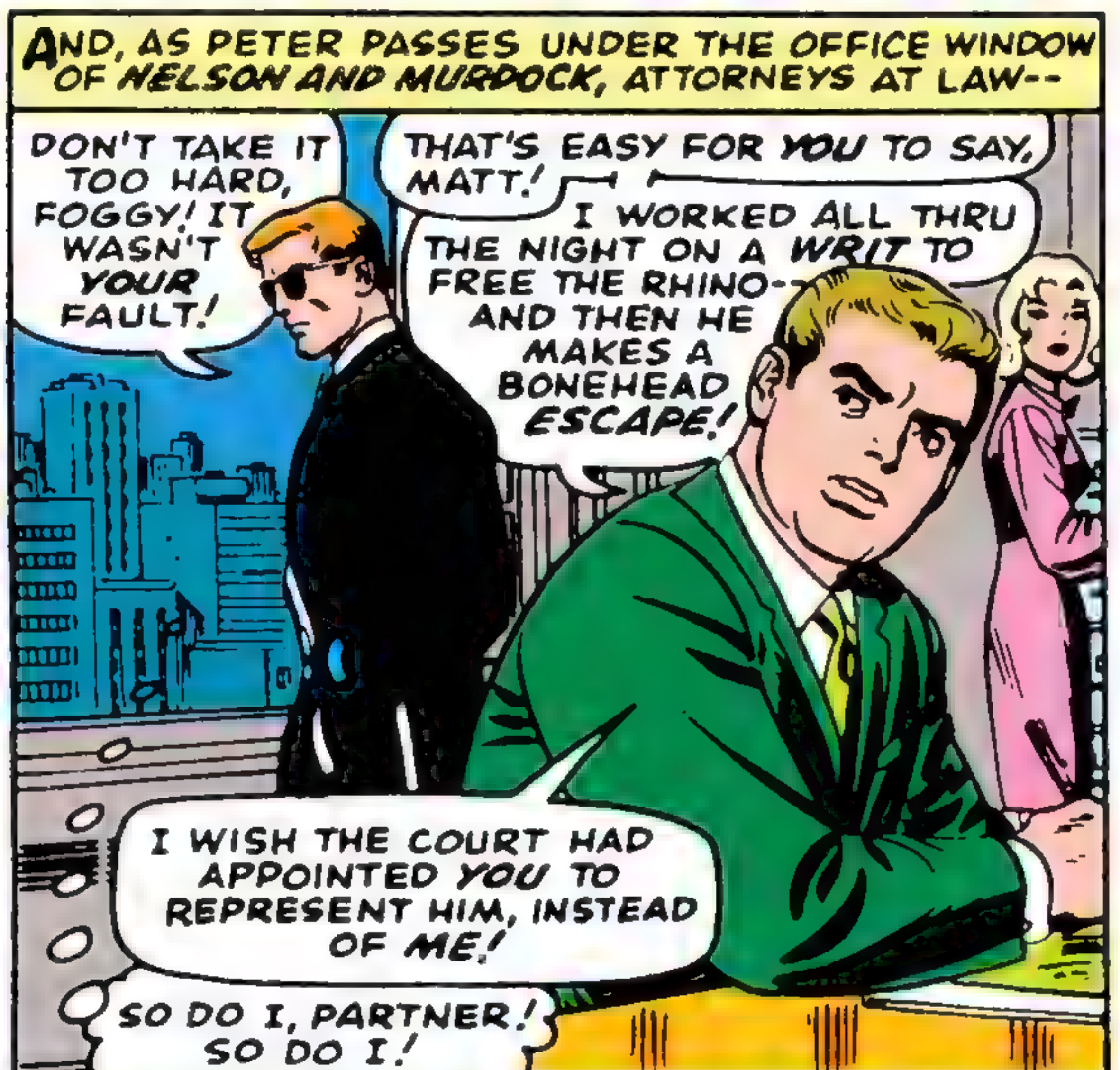
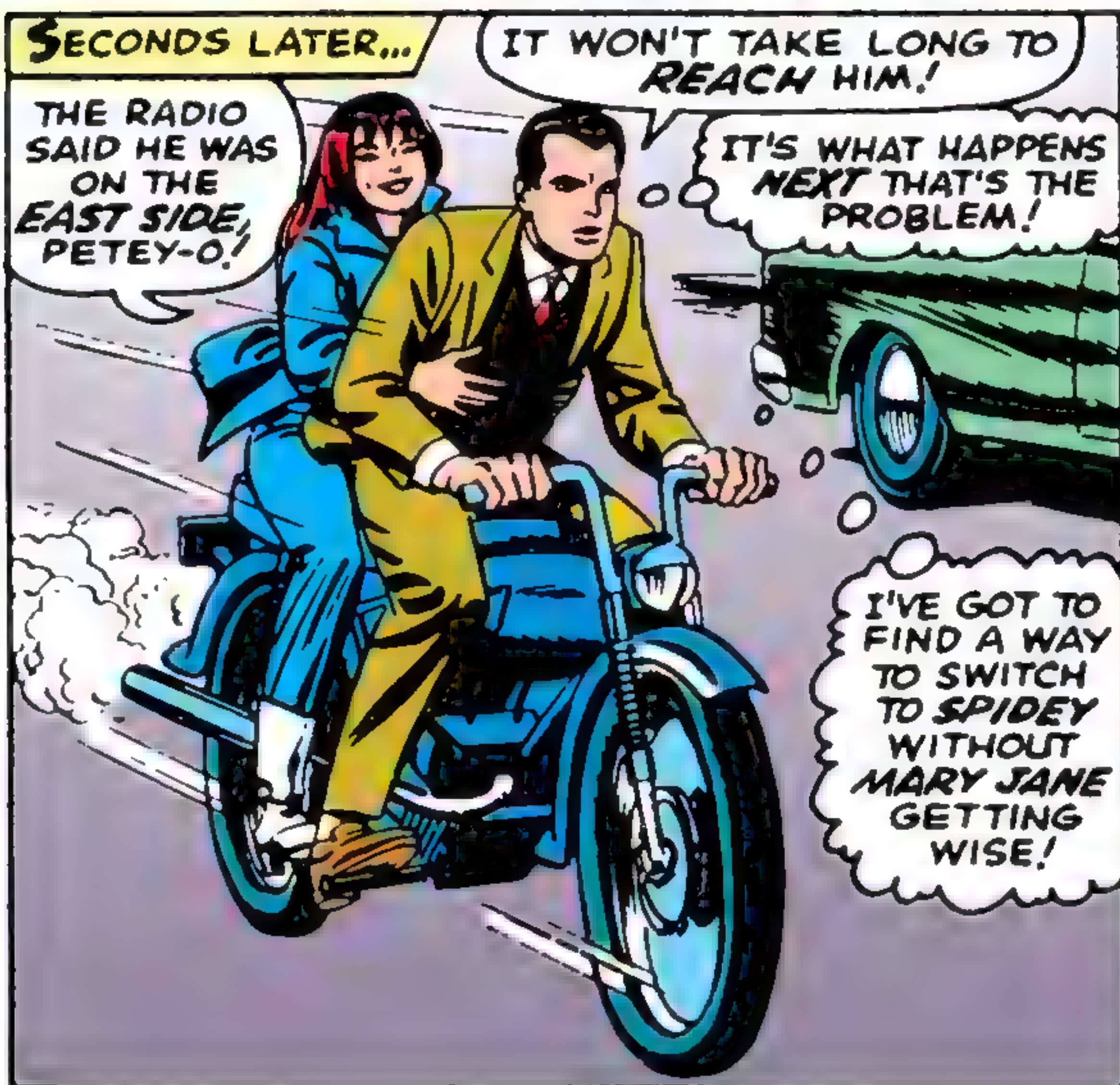




BUT, SPEAKING OF LOVERS' LANE, LET'S LOOK IN ON PETER PARKER AS HE DREAMINGLY TOYS WITH HIS FOOD OVER THE DINNER TABLE--









DON'T GO 'WAY, FRANTIC ONE! ORIGIN TIME IS COMIN' UP--!

IF NOT FOR THAT BLASTED WALL-CRAWLER, I'D HAVE CAPTURED COLONEL JAMESON BY NOW!

MY PLAN WAS PERFECT--FOOLPROOF--TILL HE BUTTED IN!



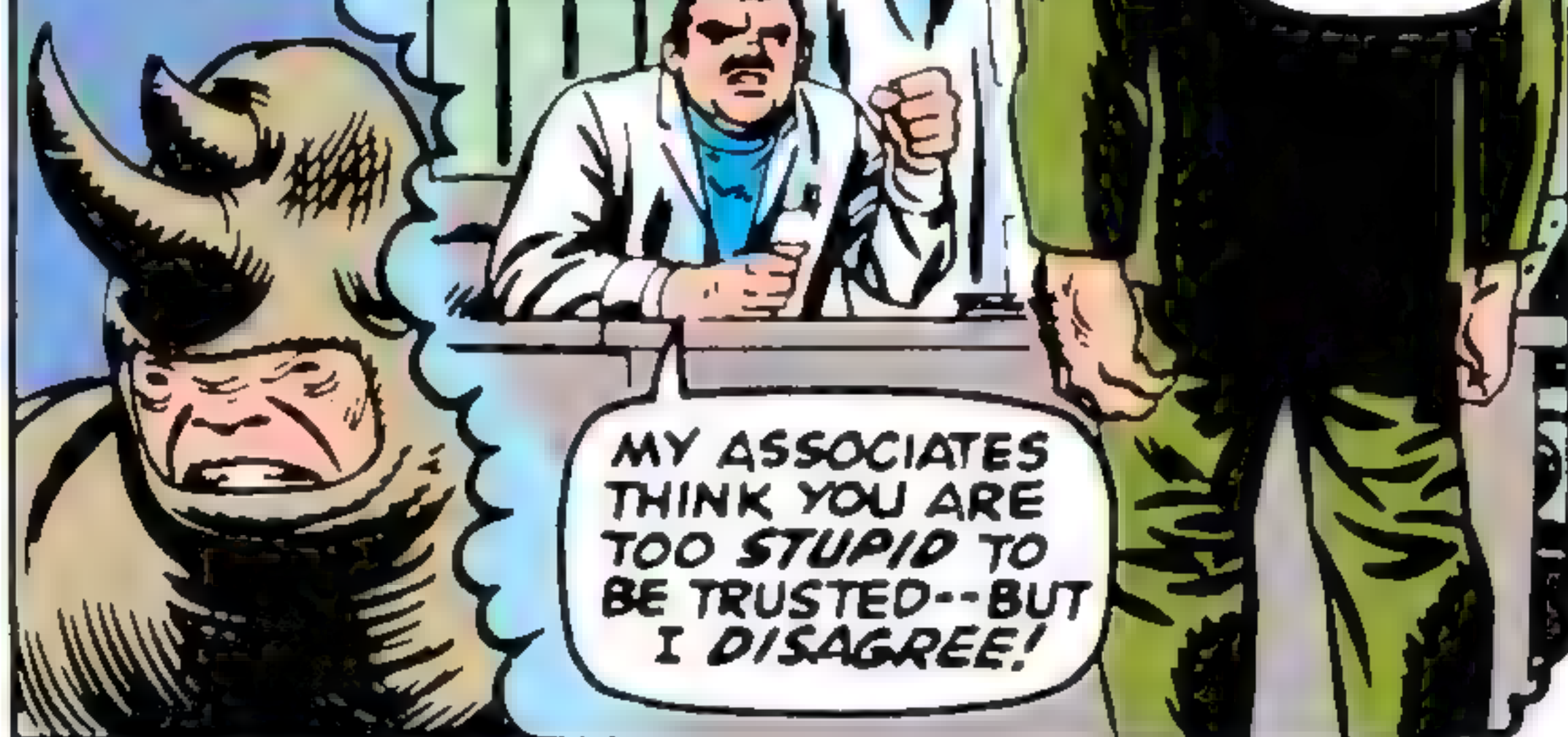
BUT I'LL FINISH SPIDER-MAN OFF! I'VE GOT THE POWER TO DO IT--THE POWER THAT THEY GAVE ME! I STILL REMEMBER HOW IT FIRST STARTED--

I WAS A NOBODY--JUST A HIRED HOOD--A MUSCLE-MAN, DOIN' THE DIRTY JOBS FOR A BUNCH OF PROFESSIONAL SPIES--

REMEMBER--WE OWE ALLEGIANCE TO NO NATION--EXCEPT THE COUNTRY THAT PAYS US THE BEST!

AND YOUR ALLEGIANCE IS ONLY TO US!

SURE--SURE!



MY ASSOCIATES THINK YOU ARE TOO STUPID TO BE TRUSTED--BUT I DISAGREE!

I FEEL YOUR VERY LACK OF INTELLIGENCE WILL PREVENT YOU FROM EVER BETRAYING US!

THE EXPERIMENT! TELL HIM OF THE EXPERIMENT!

AH, YES! WE SHALL GIVE YOU A CHANCE TO BECOME IMPORTANT--TO BE FAMOUS!

I DON'T CARE WHAT I DO--SO LONG AS I GET PAID!



EXCELLENT! THAT IS WHY YOU ARE SO USEFUL TO US!

"THE EXPERIMENT TOOK MONTHS! MONTHS OF INJECTIONS--TREATMENTS--USING ME AS A GUINEA PIG, UNTIL--FINALLY--"

NOW FOR THE MOST CRUCIAL PART! YOU MUST LIE MOTIONLESS--DO NOT MOVE A MUSCLE!

WE ARE ABOUT TO APPLY MY GREATEST INVENTION--



A FORM OF MOLECULAR ADHESIVE, WHICH WILL BECOME AS MUCH A PART OF YOU AS A SECOND SKIN!

THERE! IT IS DONE! OUR TREATMENTS HAVE GIVEN YOU THE STRENGTH OF A RHINOCEROS!

AND THE MOLECULAR ADHESIVE COVERING YOU WEAR WILL GIVE YOU A PROTECTIVE SKIN TOUGHER THAN A RHINO'S OWN!

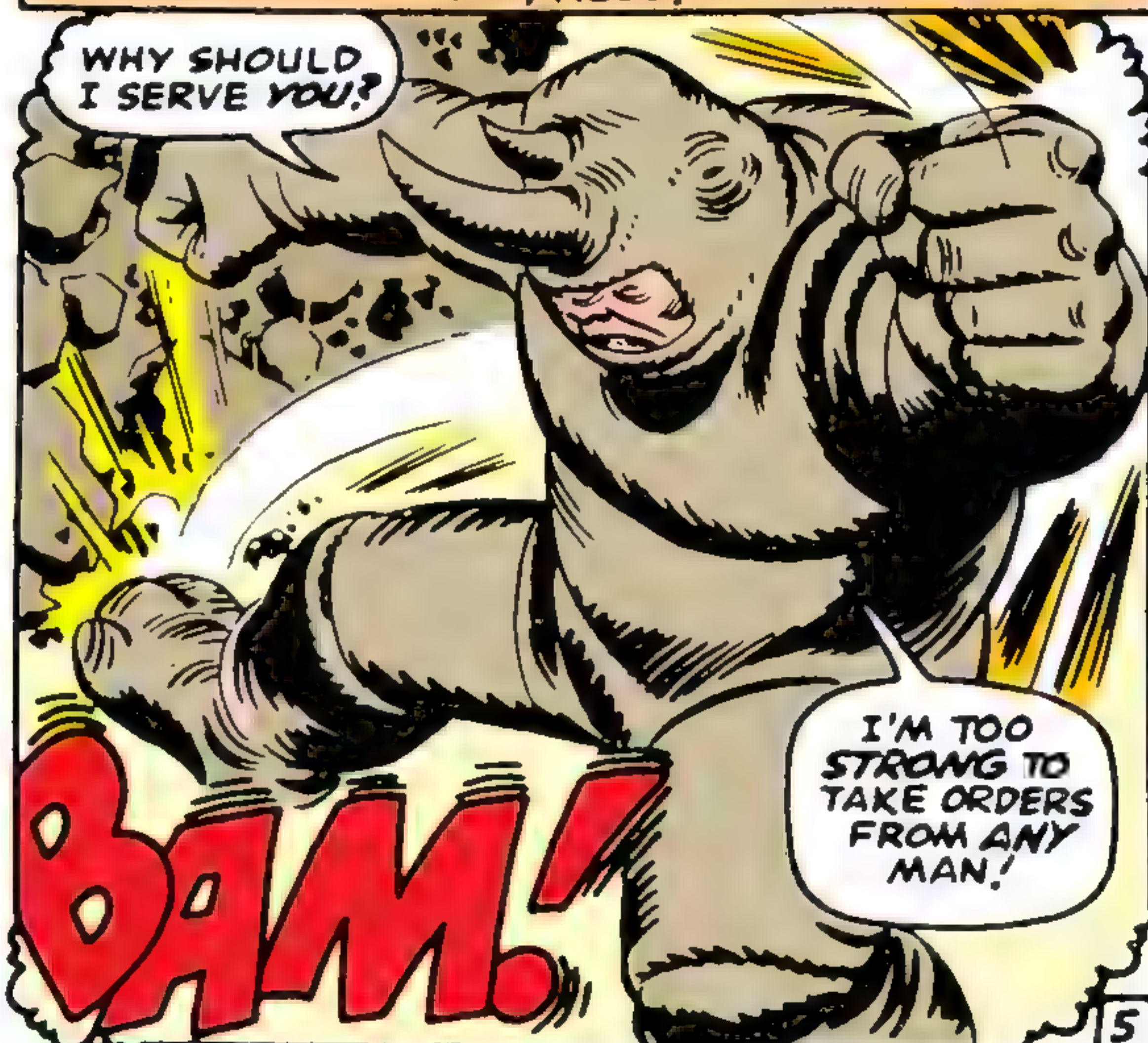
YOU ARE POSSIBLY THE STRONGEST MAN ALIVE--THANKS TO US! YOU MUST OBEY OUR EVERY COMMAND!

YOU WILL BE THE PERFECT ASSASSIN! BRAINLESS--OBEDIENT--INVINCIBLE!



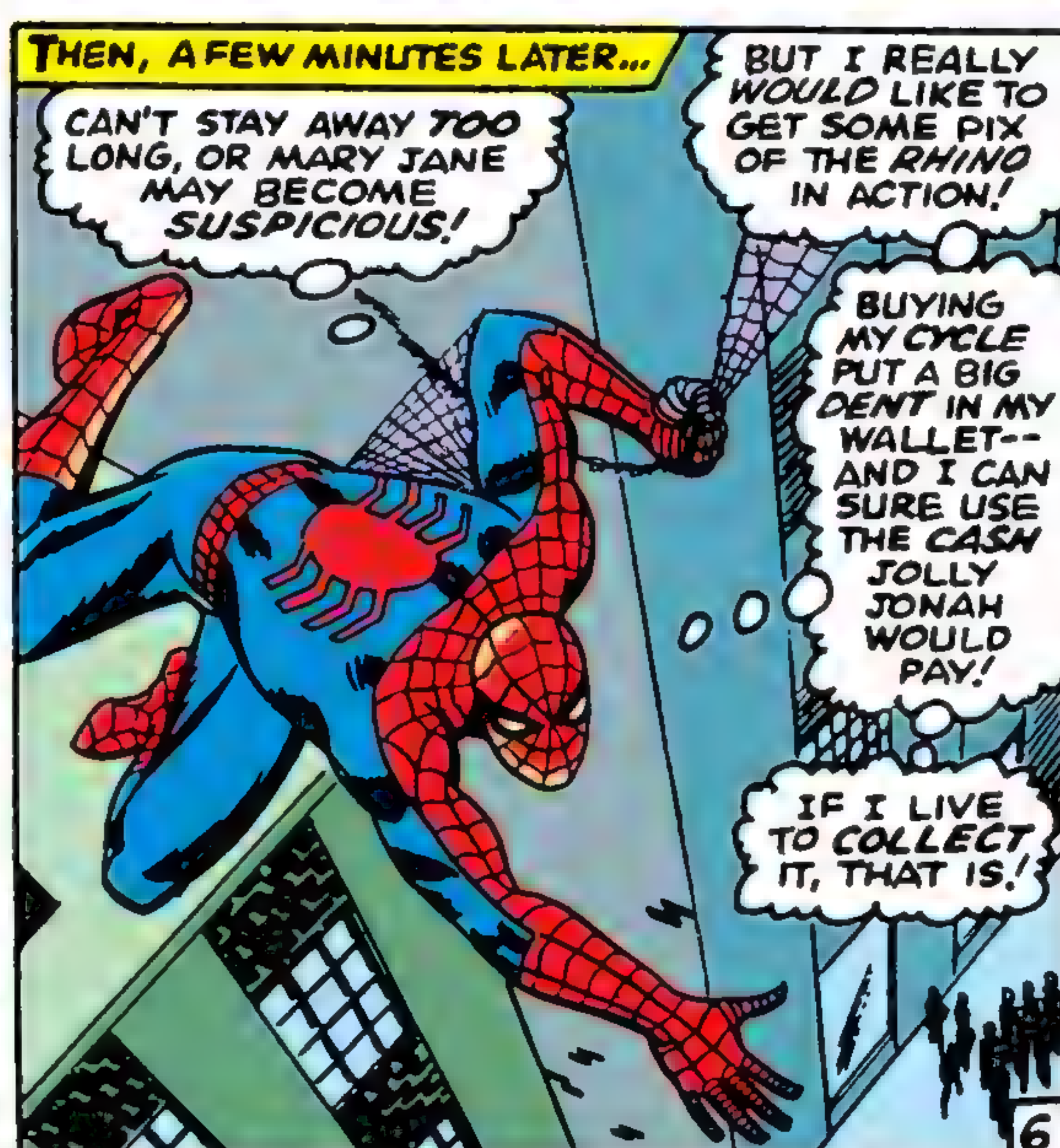
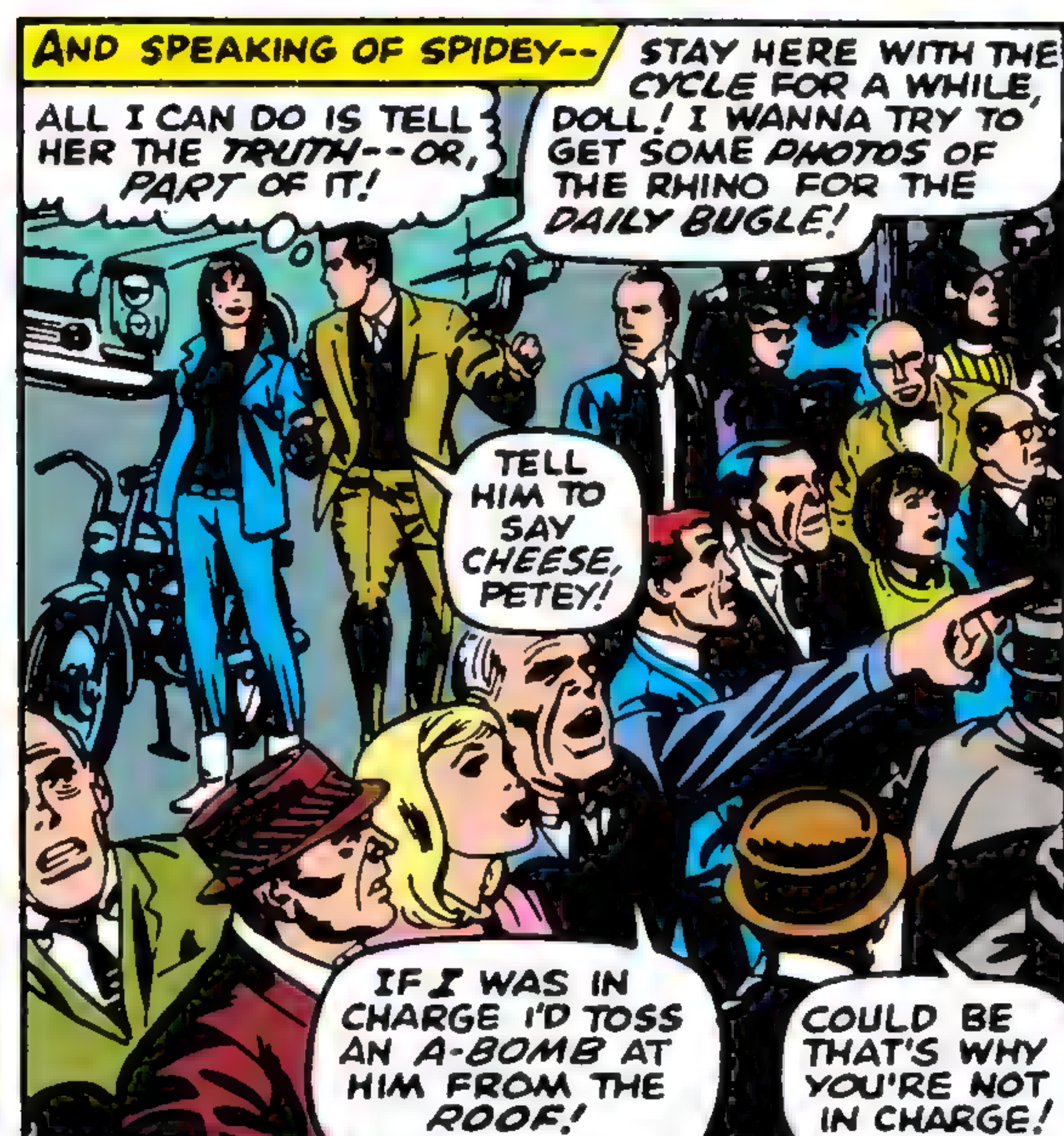
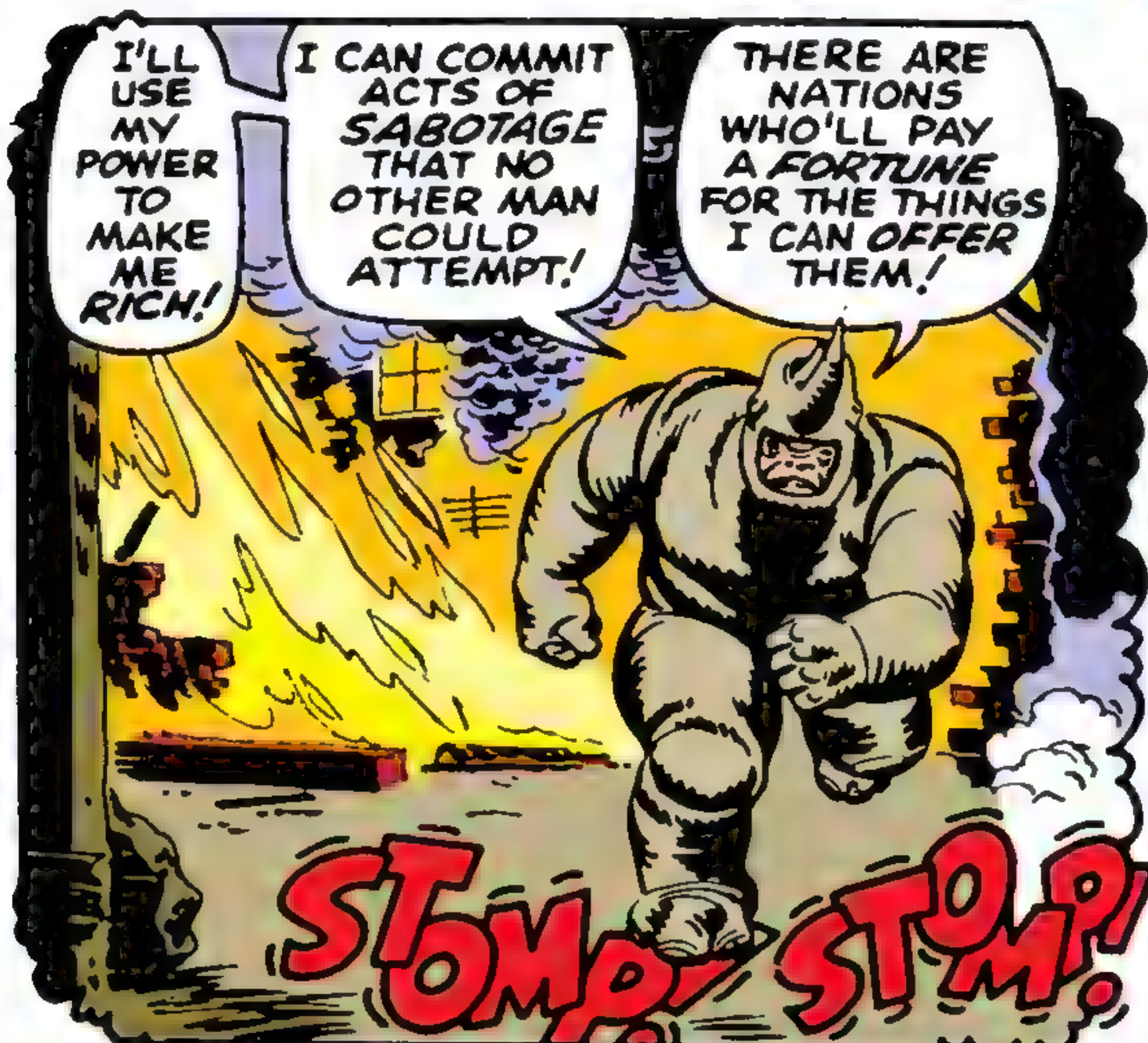
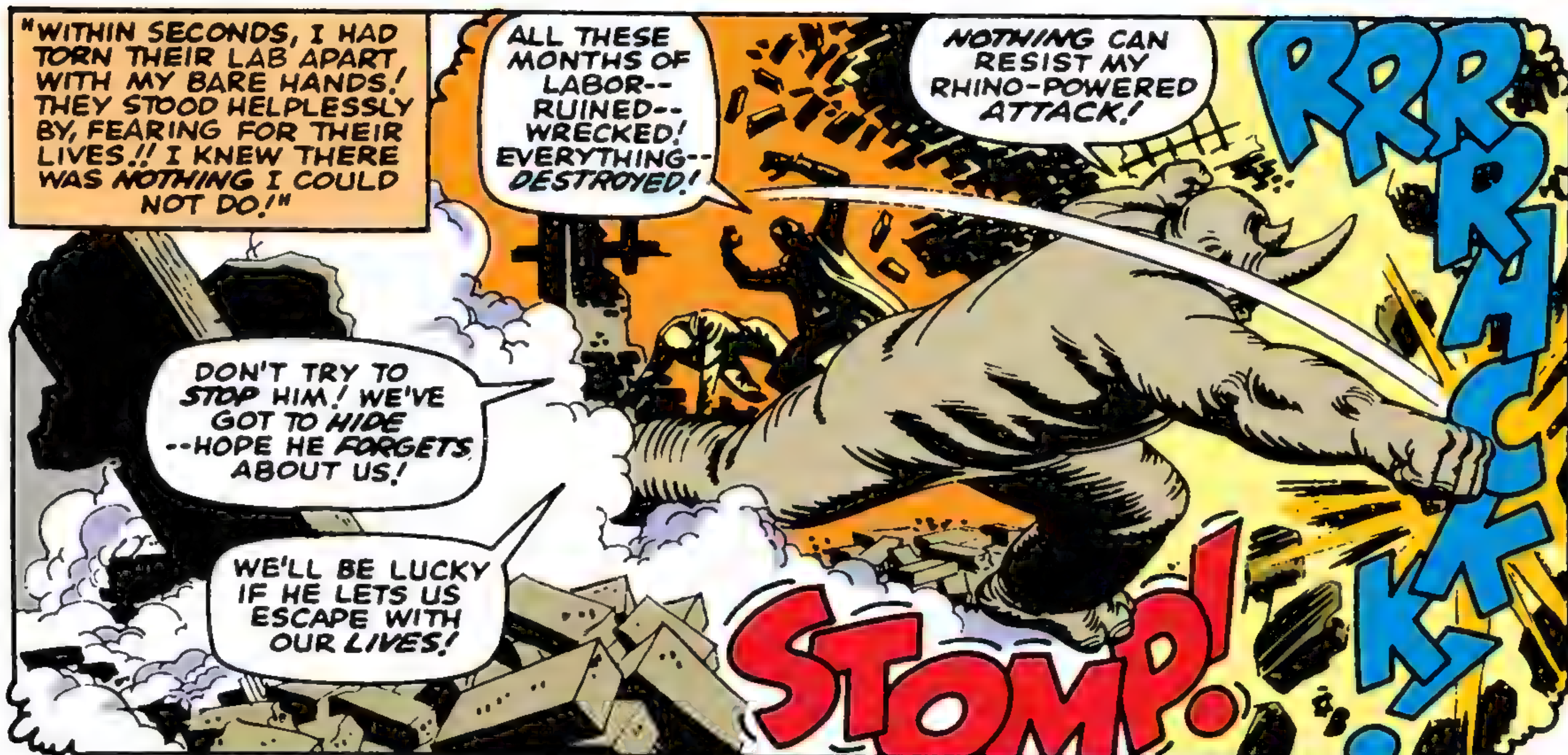
"BUT THEY HAD MADE ONE FATAL MISTAKE! WHEN MY POWER INCREASED--MY INTELLIGENCE DID, ALSO!"

WHY SHOULD I SERVE YOU?

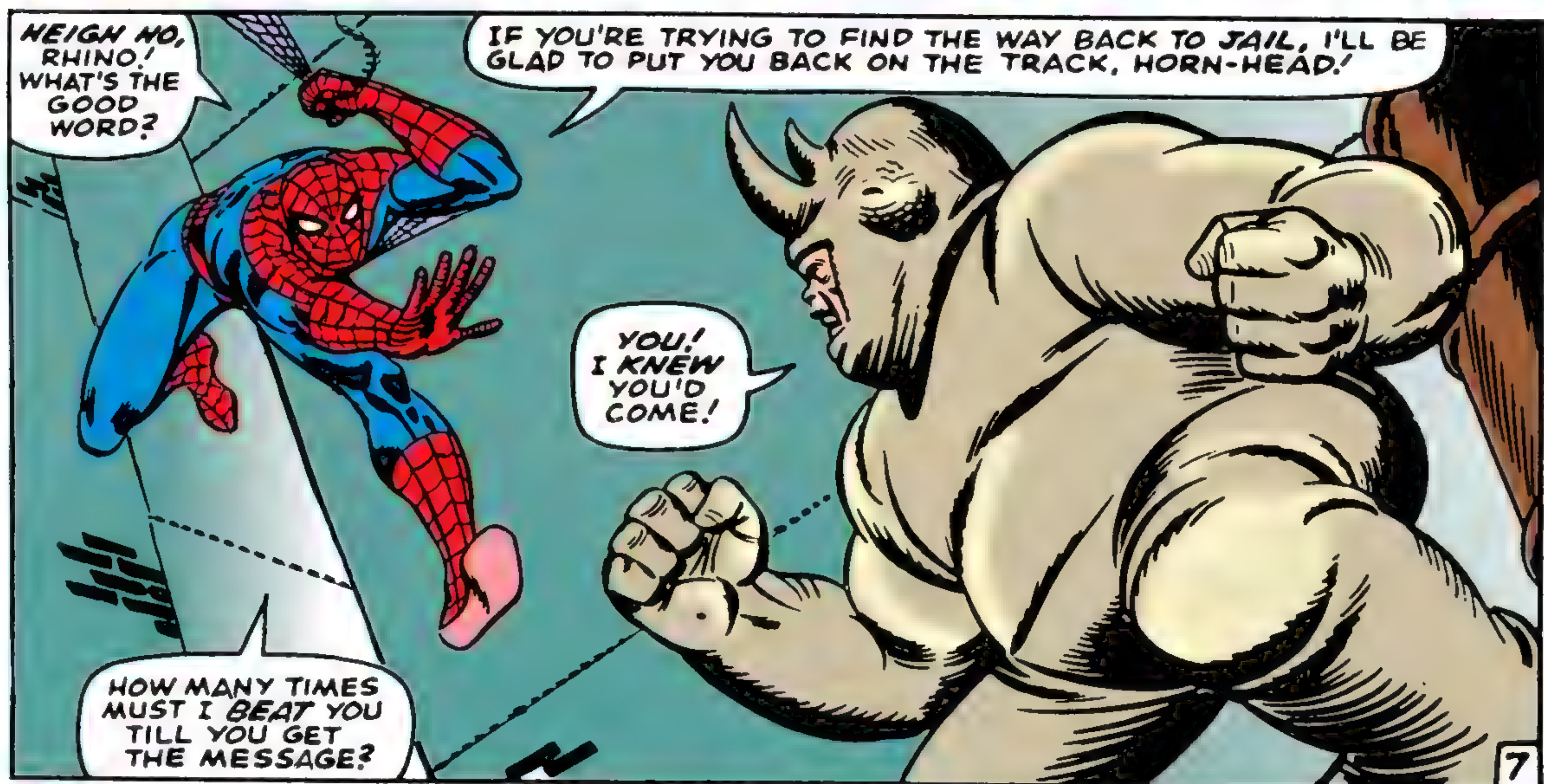
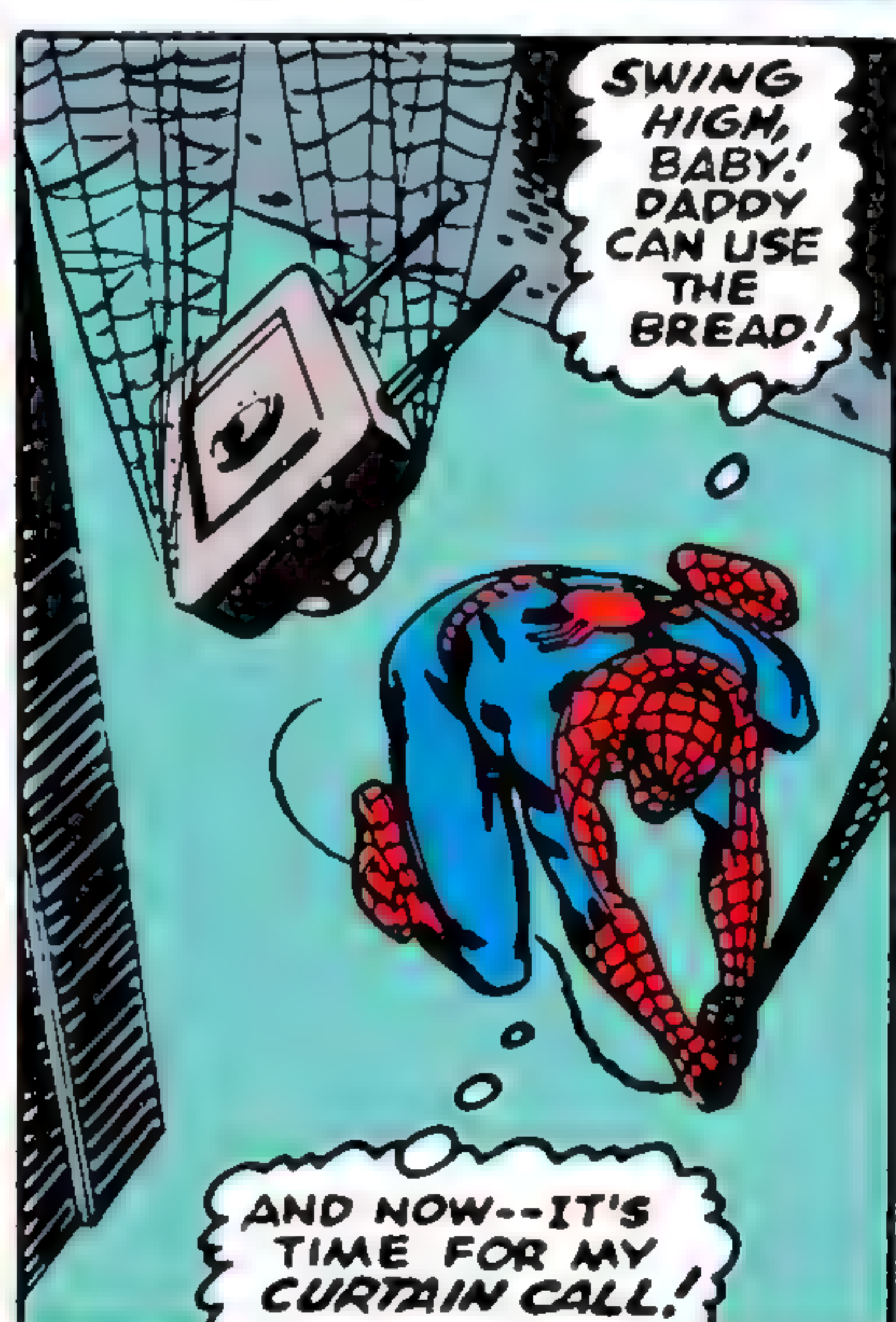
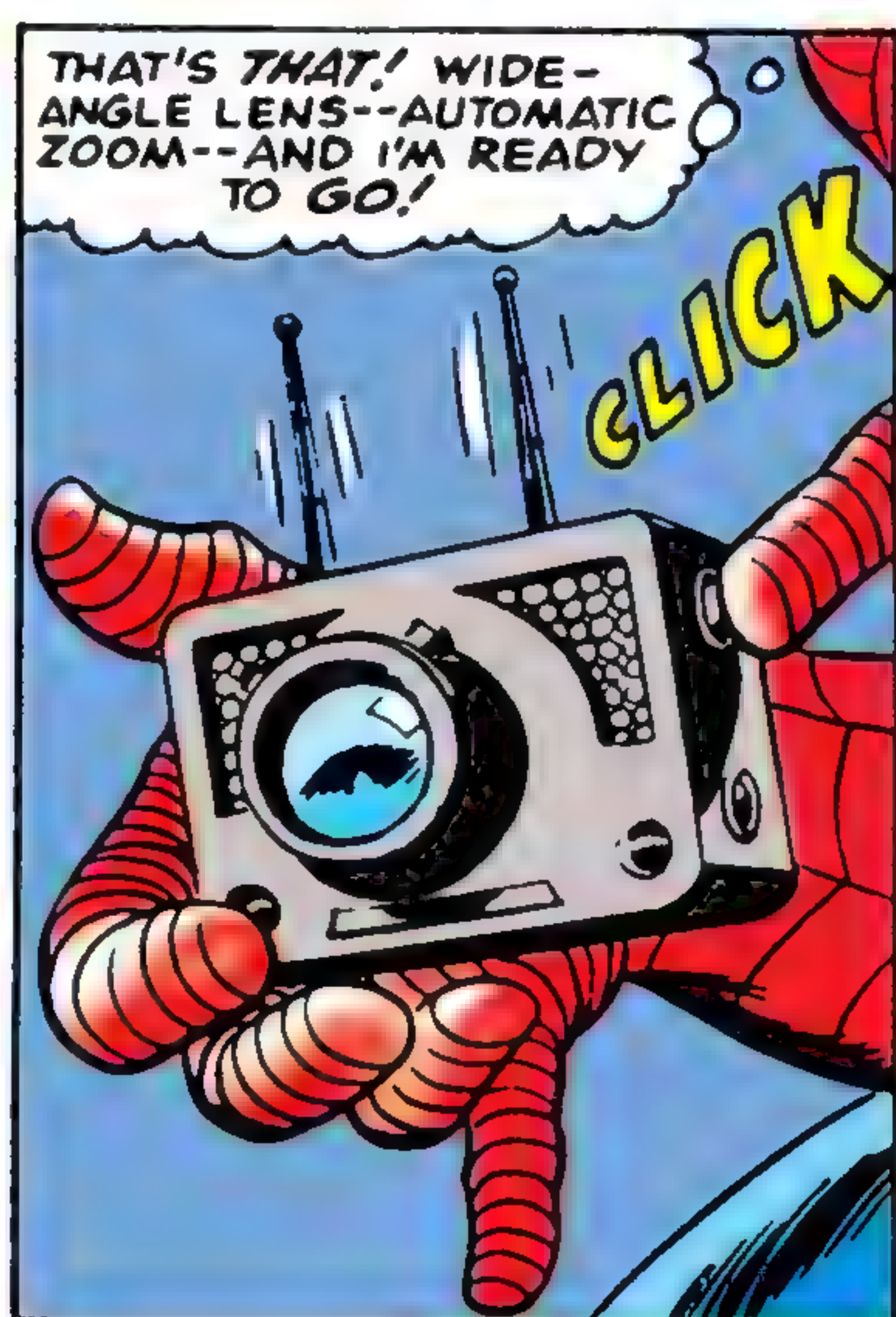
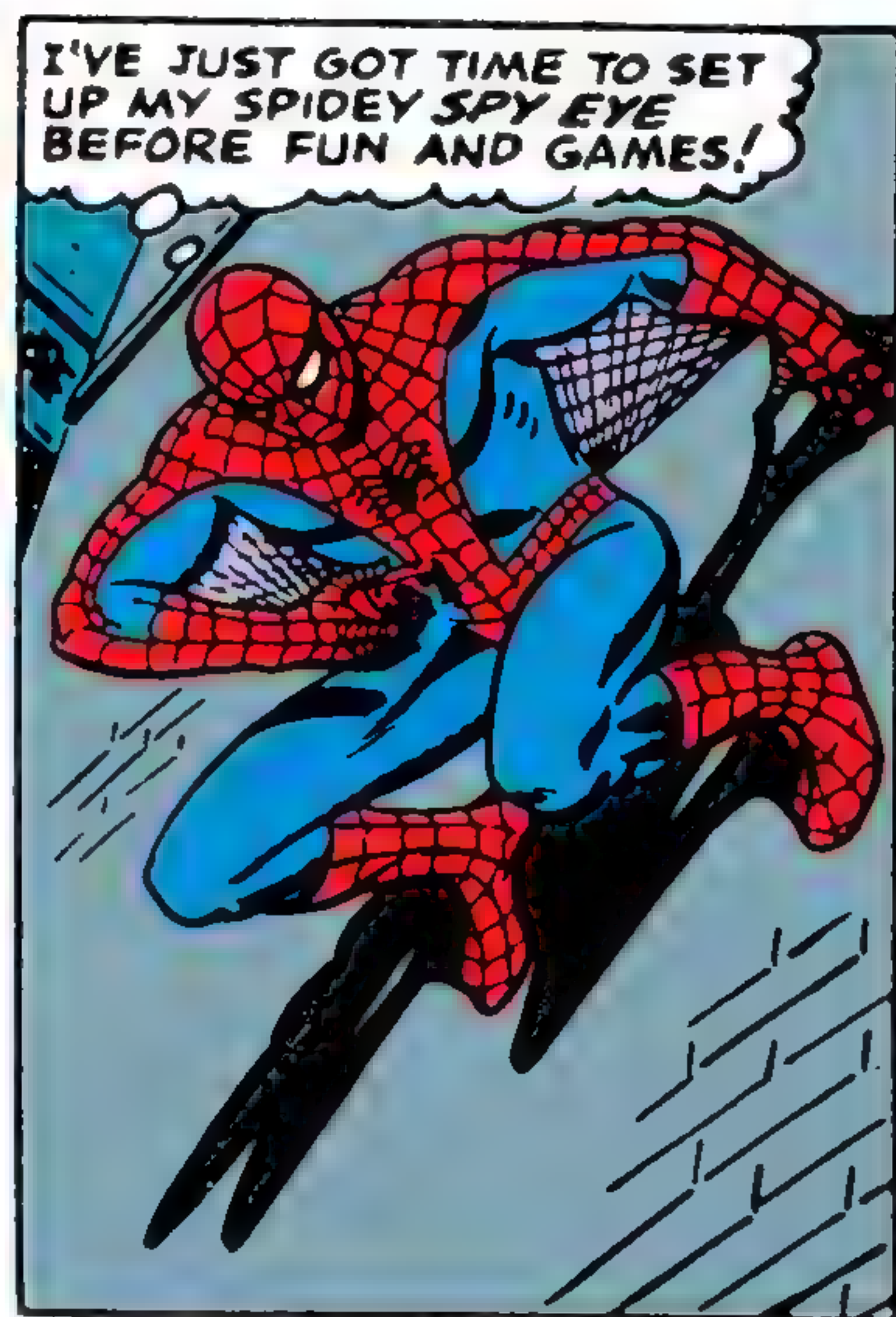
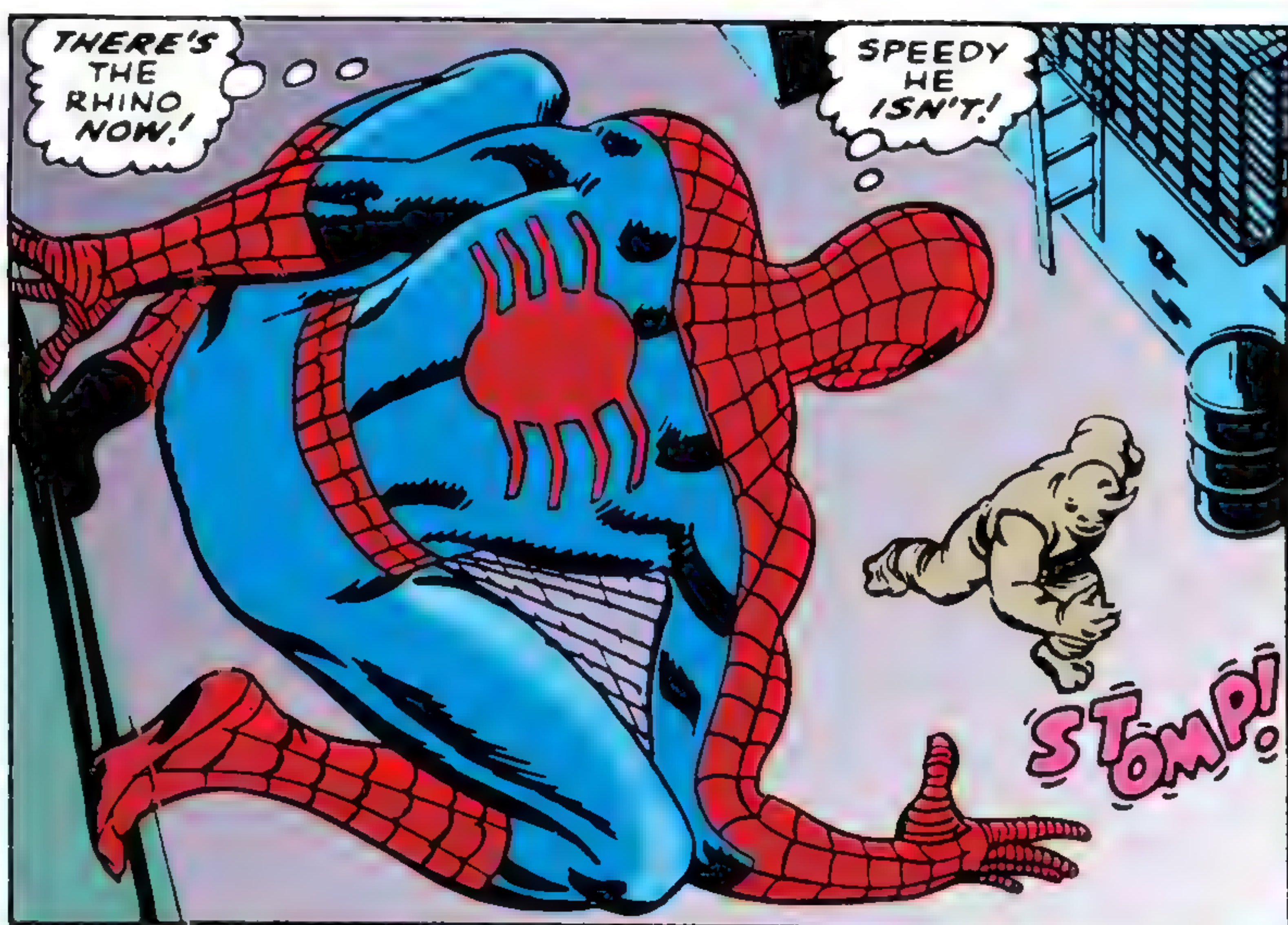


I'M TOO STRONG TO TAKE ORDERS FROM ANY MAN!





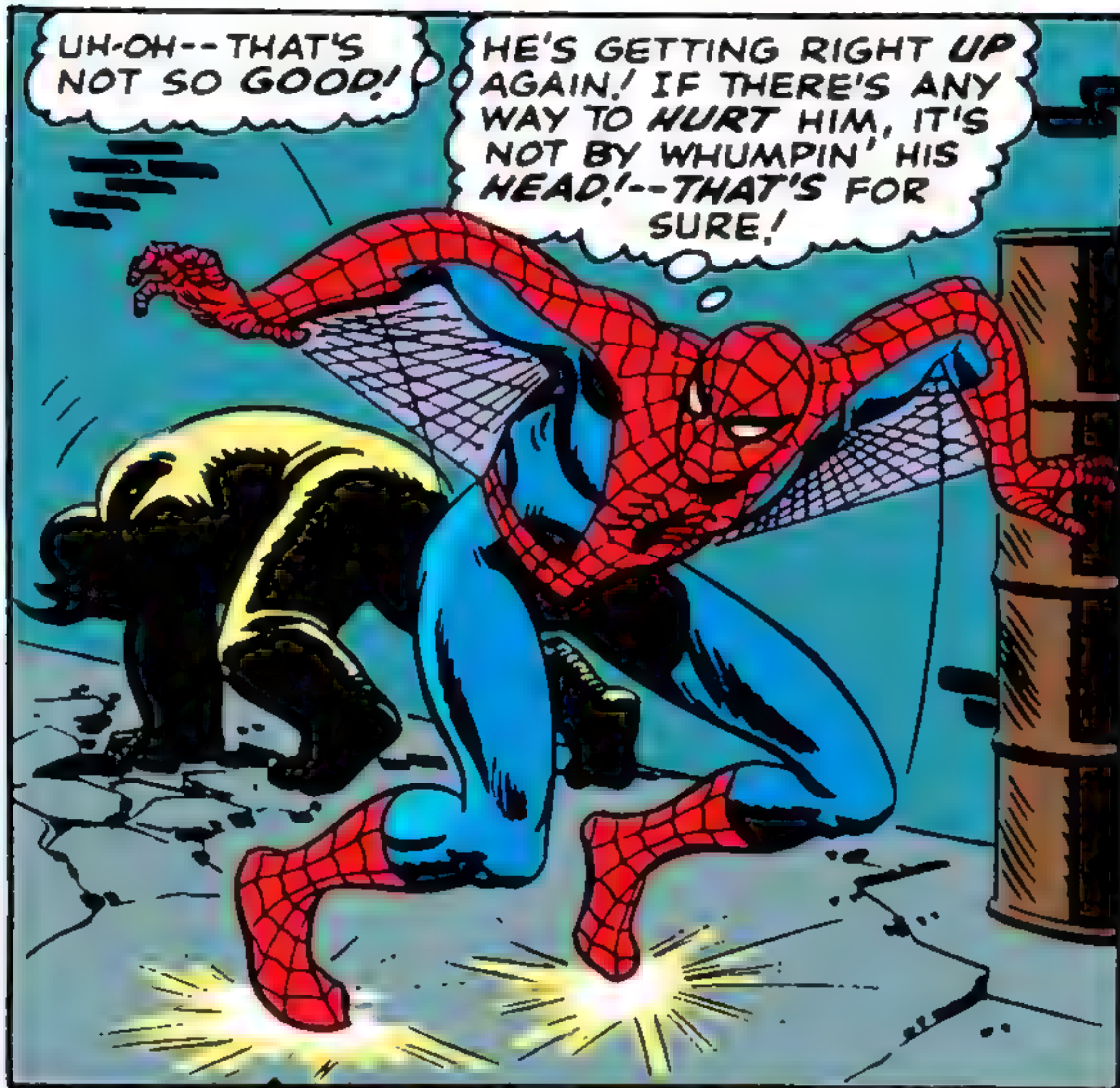












UH-OH--THAT'S NOT SO GOOD!

HE'S GETTING RIGHT UP AGAIN! IF THERE'S ANY WAY TO HURT HIM, IT'S NOT BY WHUMPIN' HIS HEAD!--THAT'S FOR SURE!



IT DOESN'T MATTER HOW MANY TIMES I MISS YOU--!

I'LL JUST HAVE TO CONNECT ONCE --AND THAT'LL BE THE END OF SPIDER-MAN!



**FRANK!**

I CAN'T UNDERSTAND WHY EVERYONE WANTS TO END MY CAPRICIOUS CAREER!

I ALWAYS THOUGHT OF MYSELF AS THE MOST LOVEABLE LITTLE HERO IN TOWN!

ANYWAY, HERE'S SOMETHING TO KEEP YOU OUT OF DRAFTS IF IT GETS CHILLY!



TAUNT ME ALL YOU WANT TO! YOUR LUCK WILL RUN OUT SOONER OR LATER!

ARE YOU KIDDIN'?

I'M THE ORIGINAL HARD-LUCK HARRY--

THEY MUST HAVE BROKEN EVERY MIRROR IN TOWN WHEN I WAS BORN!

**SKAKK!**



I WON'T PLAY IT YOUR WAY ANY LONGER!

INSTEAD OF VAINLY ATTACKING YOU, I'LL FORCE YOU TO COME AFTER ME!

GONNA PLAY HARD TO GET, EH?

I DON'T LIKE THE SOUND OF THAT! WONDER WHAT HE'S UP TO NOW?

**BTOW!**



HE'S PLOWING THRU THE ALLEY WALL--HEADING FOR THE STREET!

**BAM!**

IF NOTHING ELSE, YOU SURE ARE THE MOVIEST GUY I'VE FOUGHT!

**STOMP!**

I THINK I CAN GUESS WHAT HE'S UP TO!

THE STREET OUTSIDE IS A HOLLYWOOD EXTRA'S PARADISE!

IT'S JAM-PACKED WITH RUBBER-NECKING INNOCENT BYSTANDERS!

AND THAT'S WHERE THE RHINO'S HEAD-ING!

RUN! RUN! HE'S COMING RIGHT AT US!

OUR BULLETS MIGHT AS WELL BE MADE OUTTA CORK!

**CRACK!**

**CRACK!**

WE'VE GOTTA GET THE CROWDS BACK--BEFORE HE TRAMPLES 'EM!

**STOMP! STOMP!**

I WAS RIGHT! HE'S GONNA FORCE ME TO TRY'N STOP HIM!

AND THIS IS ONE TIME I'D BE HAPPIER BEING WRONG!

WELL, IT'S "MAKE LIKE A HERO" TIME AGAIN!

AND RIGHT IN THE CENTER OF THE CROWD--WHERE THE ACTION IS--WE FIND--

SPIDER-MAN! HOPE PARKER SHOWS UP TO GET SOME PIX OF HIM!

PETEY BETTER GET BACK BEFORE HE MISSES ALL THE FUN!

IT'S SPIDEY! OH, ISN'T HE THE DREAMIEST!

LOOK! HE'S LEAPING--RIGHT TOWARDS THE RHINO!

YOUR GUNS WON'T STOP HIM, FELLAS! BETTER CONCENTRATE ON KEEPING THE CROWDS BACK!

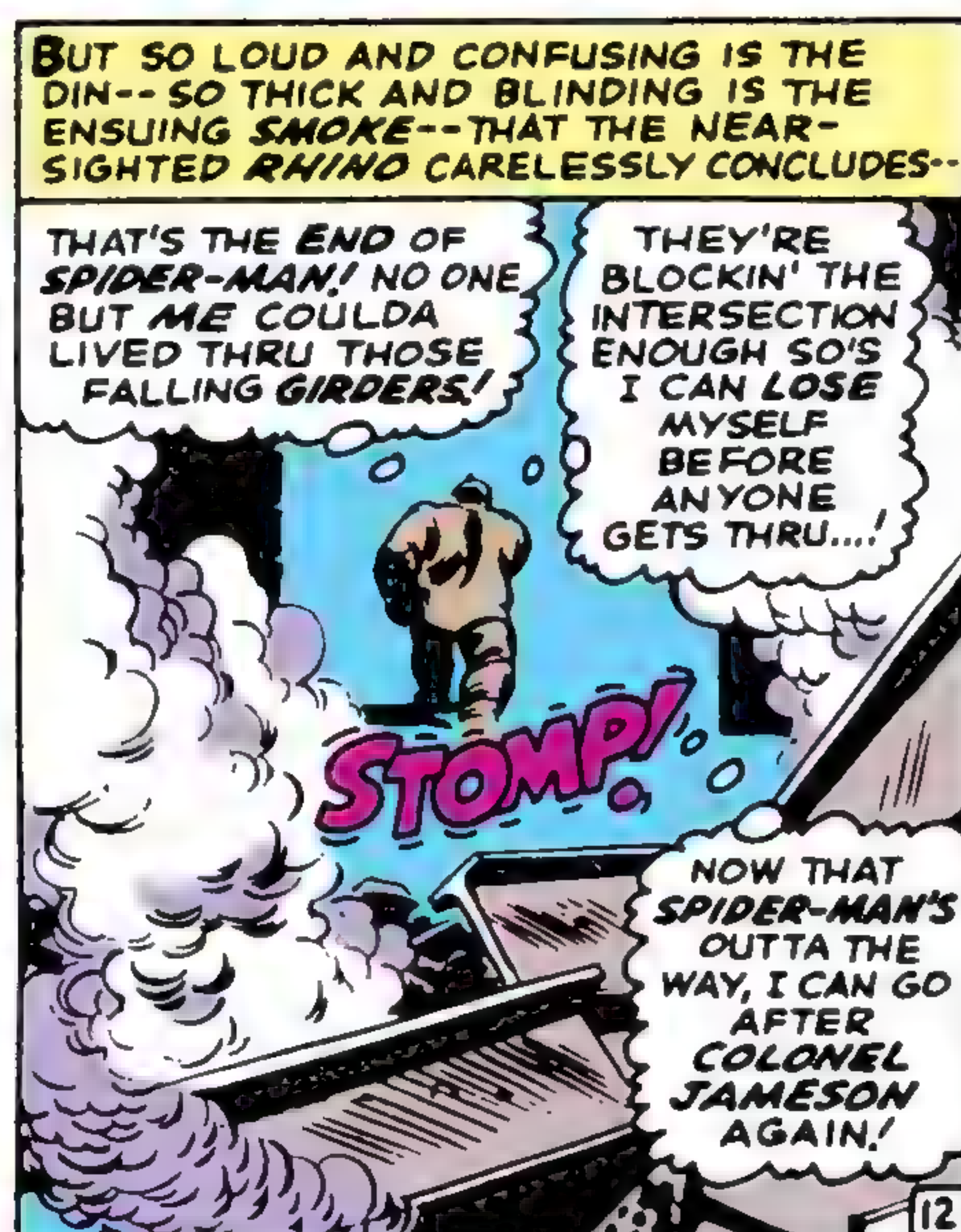
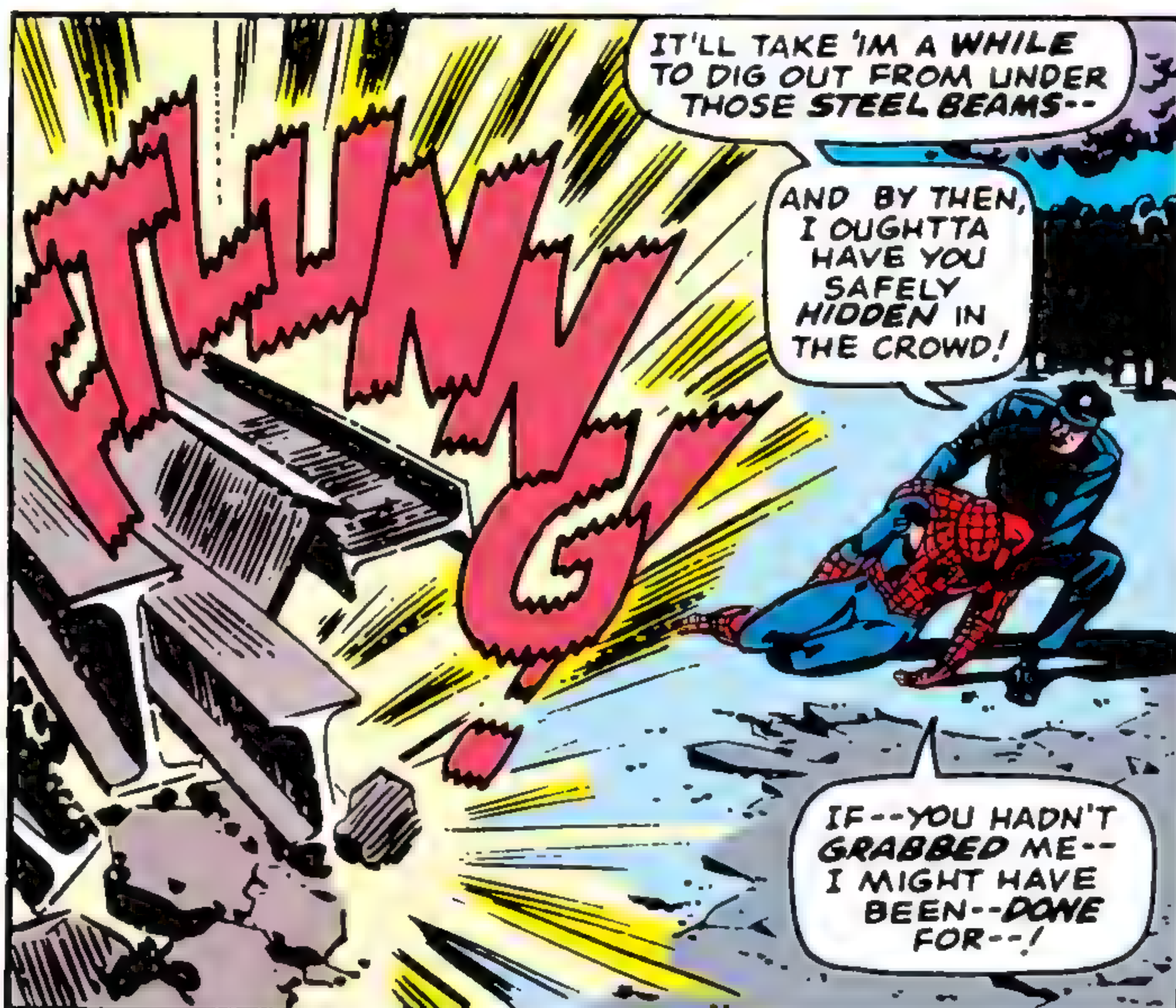
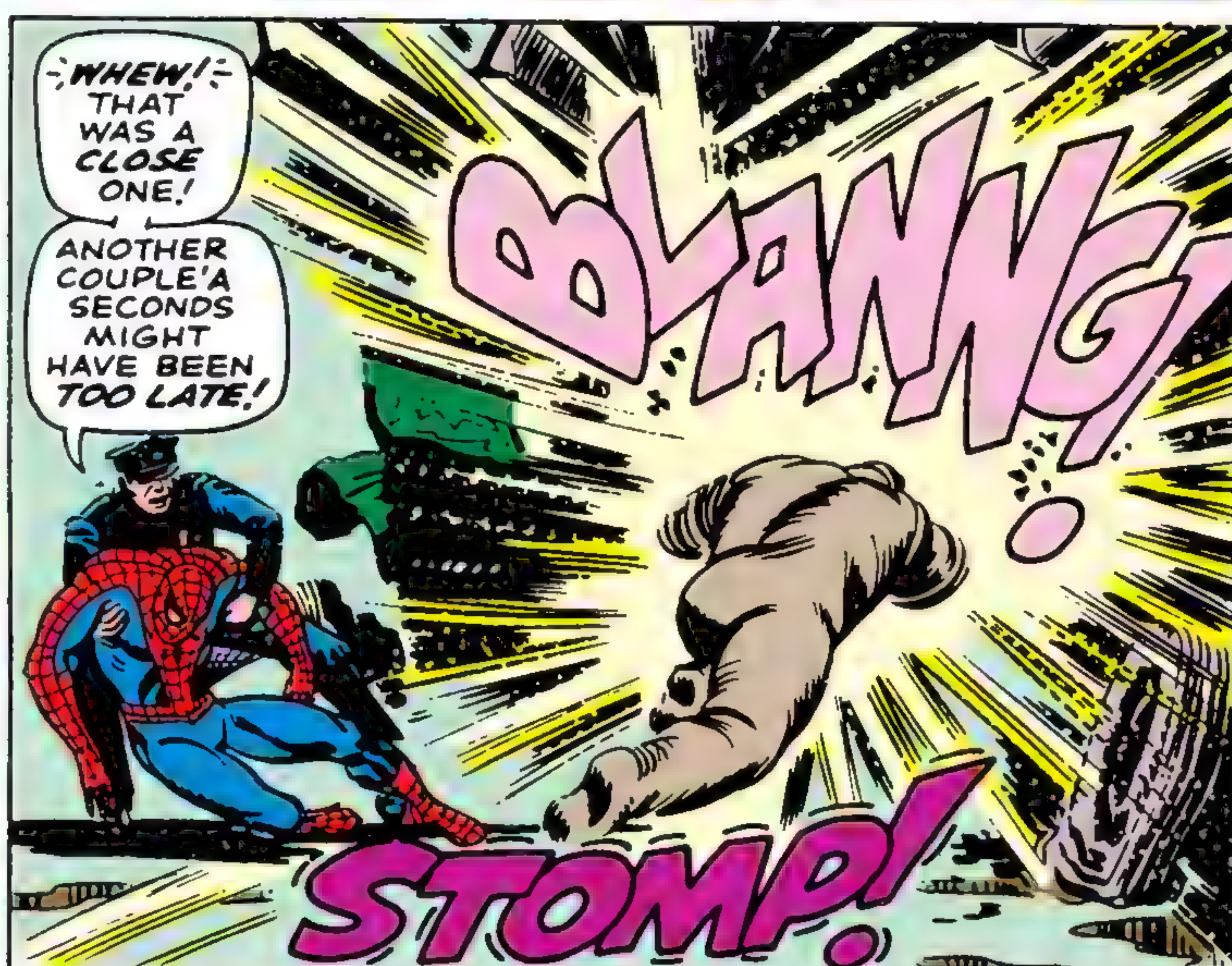
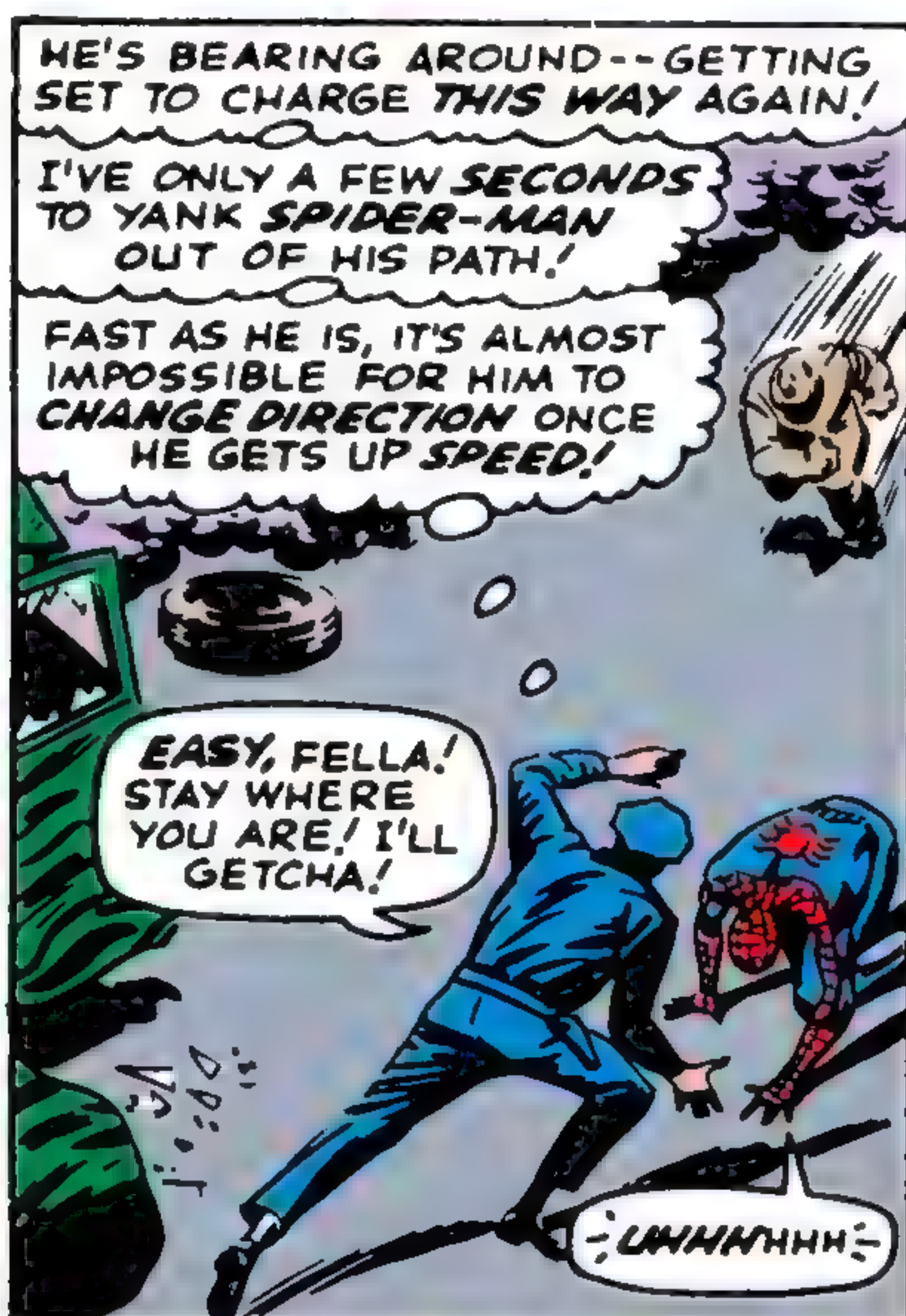
YOUR FRIENDLY NEIGHBORHOOD WEB-SLINGER WILL TRY TO KEEP RHINEY BUSY!

**THWIP!**

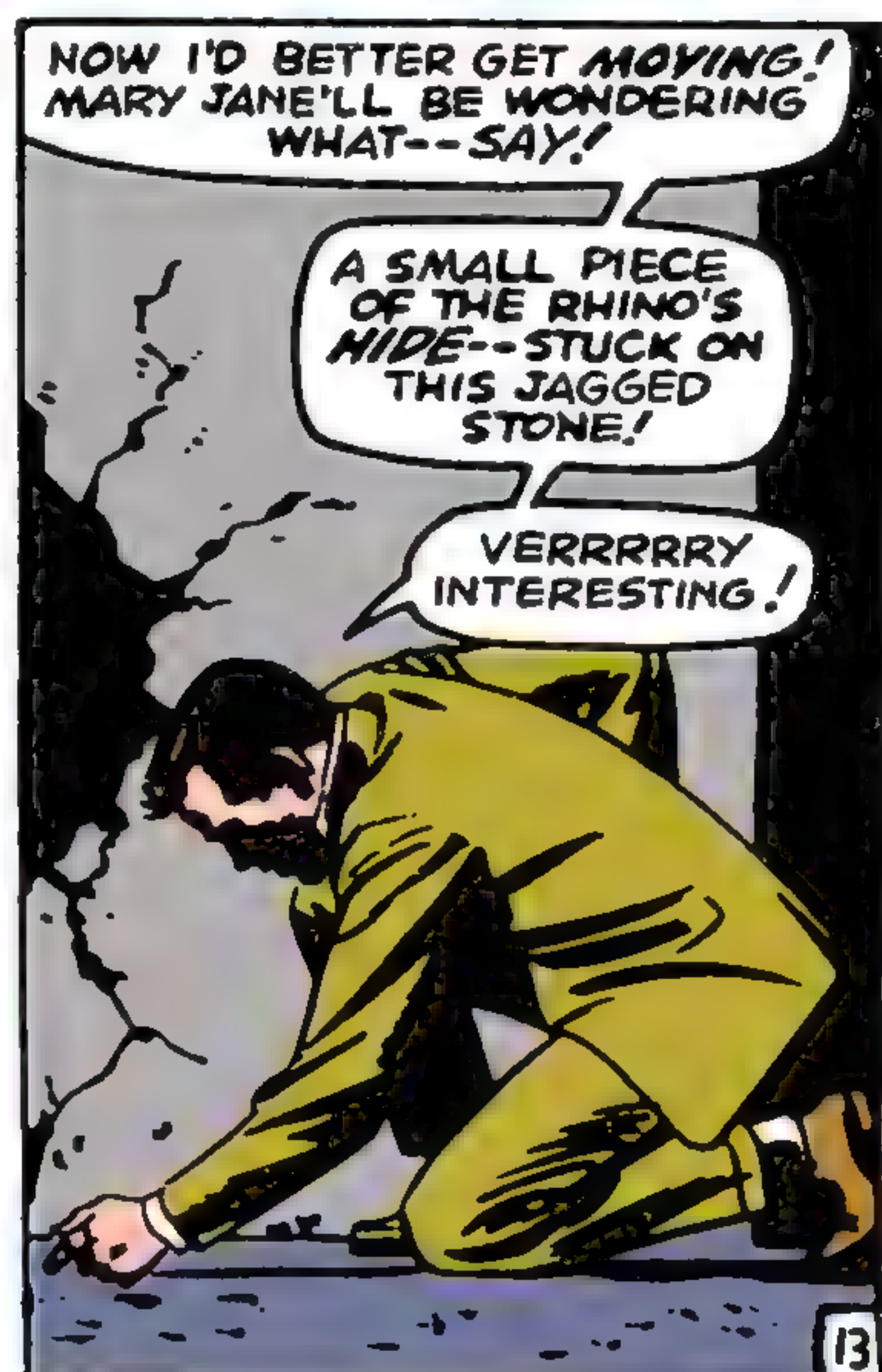
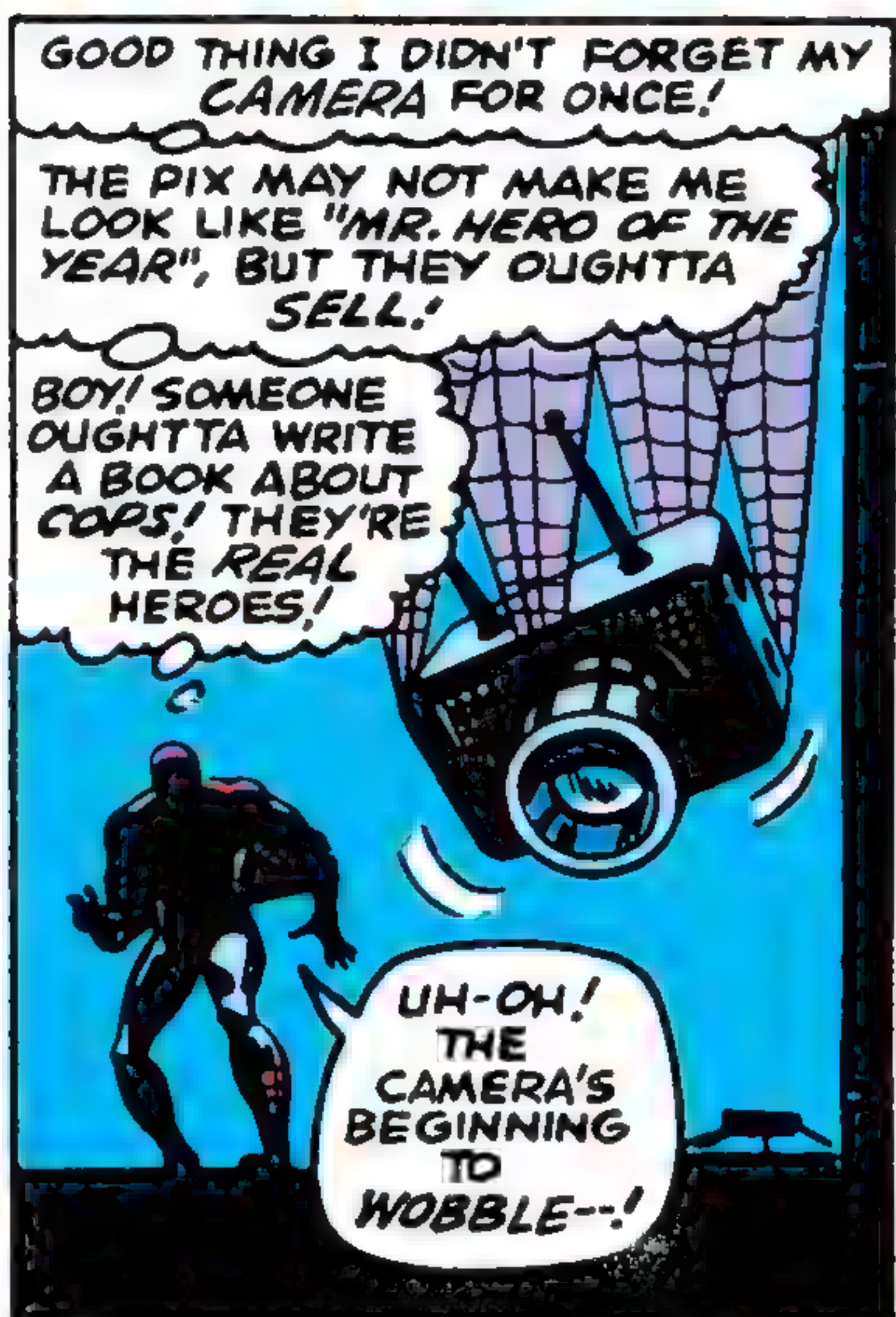
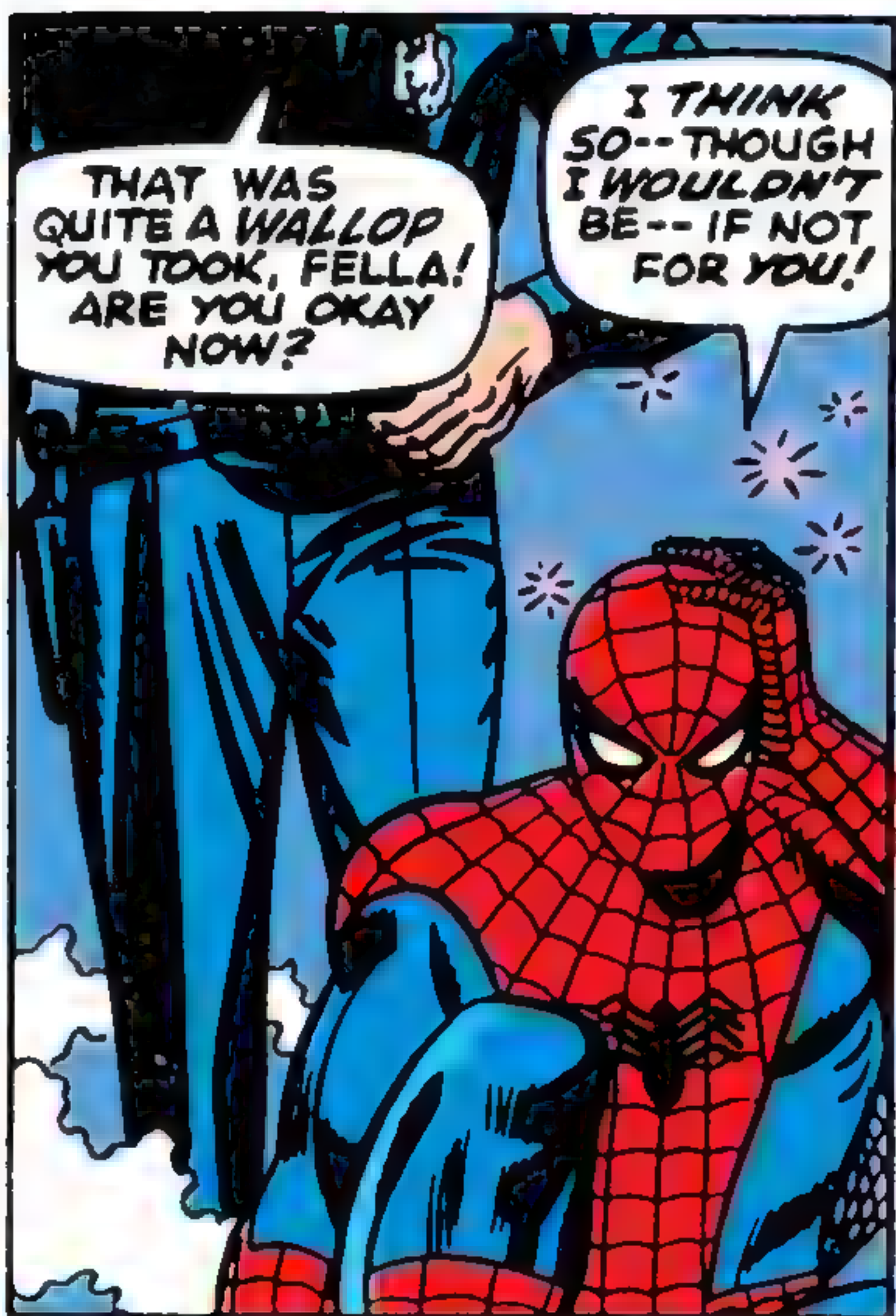




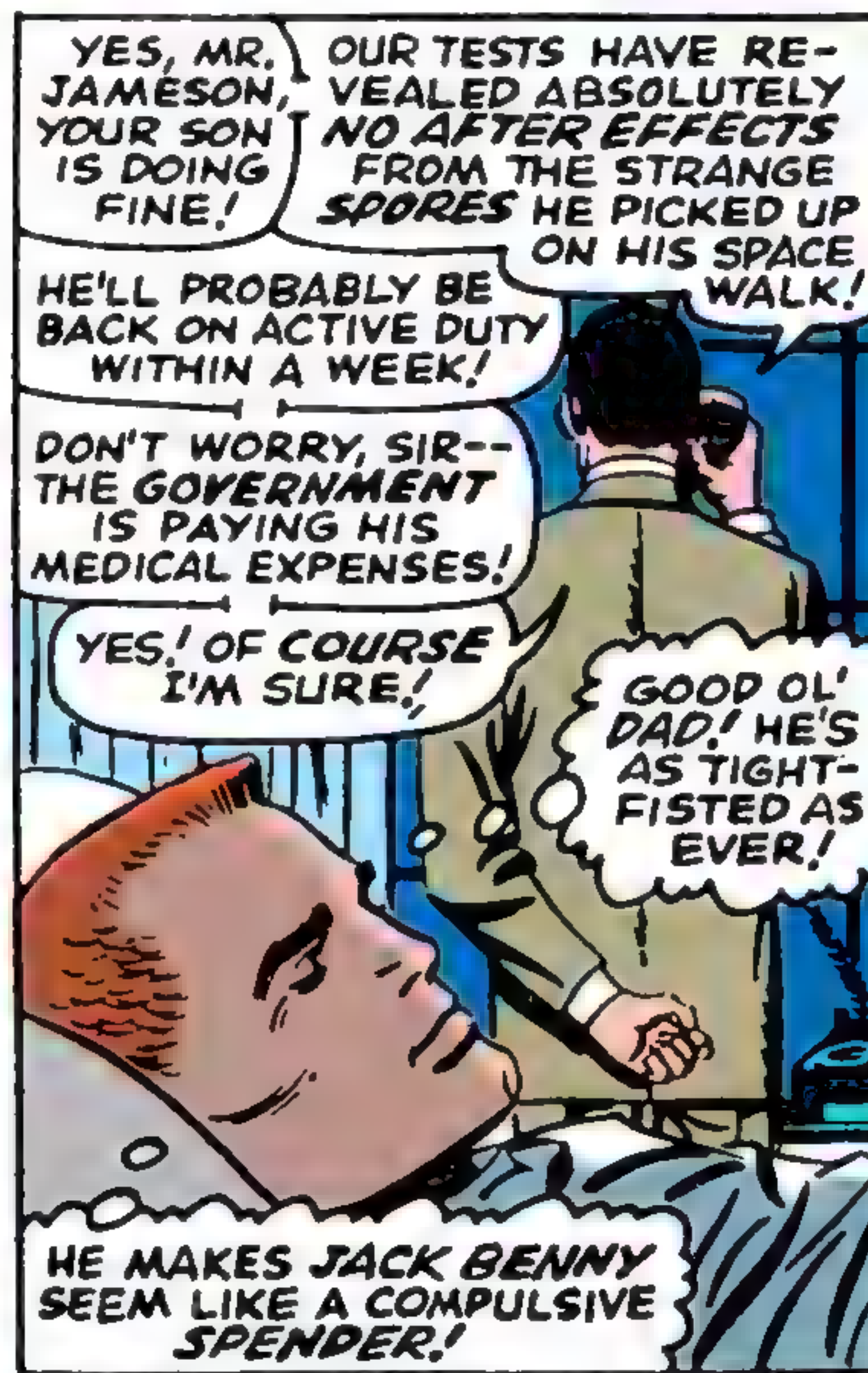
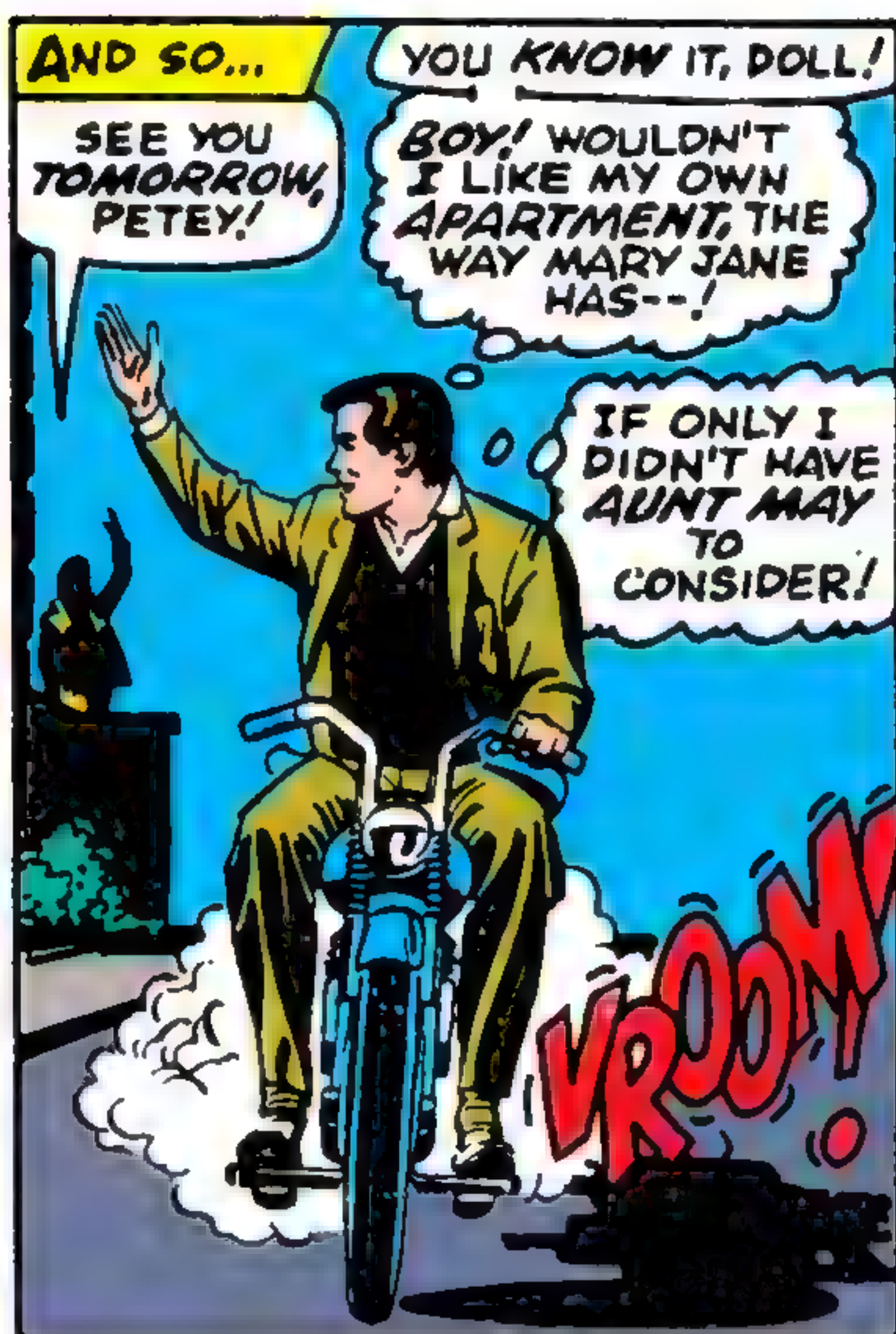










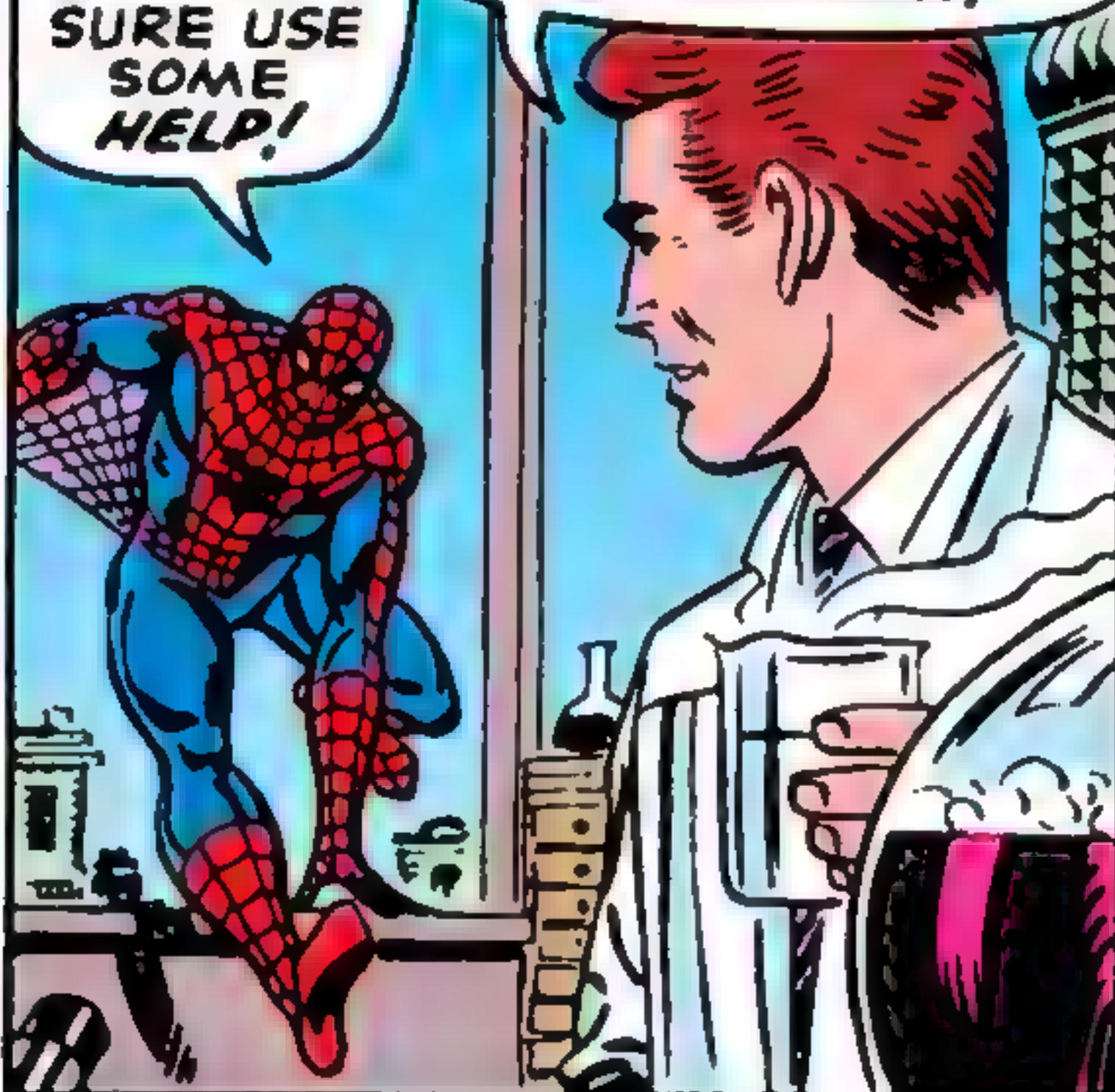




MINUTES LATER, AT THE LAB OF FAMOUS RESEARCH SCIENTIST DR. CURTIS CONNORS (WHO OLD-TIME SPIDOPHILES ALSO KNOW AS... THE LIZARD...)

I HATE TO BOTHER YOU, DOC-- BUT I CAN SURE USE SOME HELP!

SPIDER-MAN! HOW CAN SOMEONE TO WHOM I OWE MY LIFE BE A BOTHER?



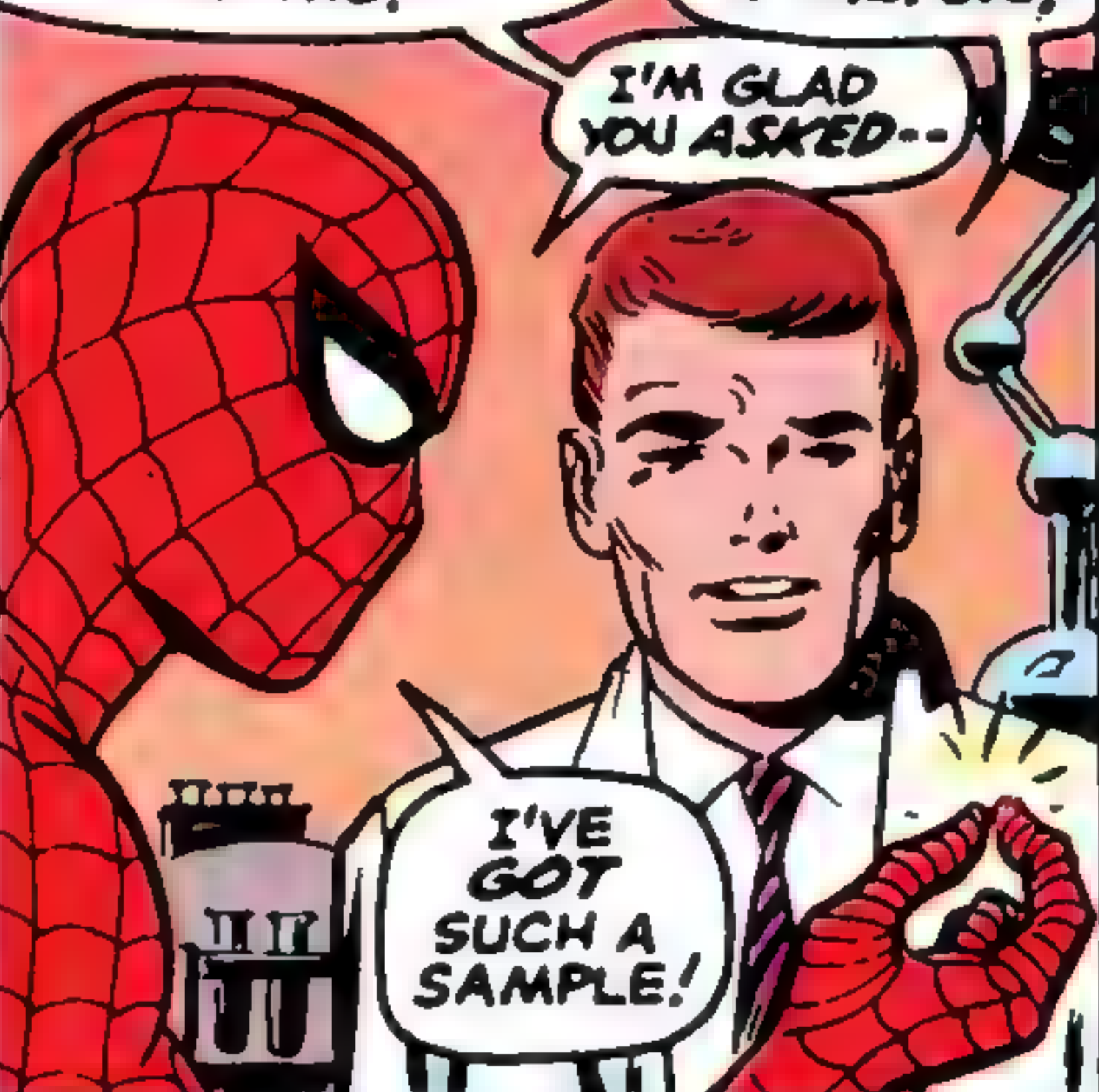
I'VE HEARD ABOUT YOUR BATTLE WITH THE RHINO ON THE RADIO! TOO BAD HE GOT AWAY!

THAT'S WHY I'M HERE, DOC! THERE'S NO WAY TO STOP HIM WHILE HE'S PROTECTED BY THAT RHINO HIDE OF HIS!

IF ONLY I HAD A SAMPLE-- FOR ANALYSIS!

I'M GLAD YOU ASKED--

I'VE GOT SUCH A SAMPLE!



THEN WHAT ARE WE WAITING FOR? I'LL START ANALYZING IT IMMEDIATELY!

WHILE YOU SET UP YOUR APPARATUS, I HAVE A PRIVATE PHONE CALL TO MAKE--!

YOU CAN USE THE PHONE RIGHT IN THE NEXT ROOM!

IT'LL JUST TAKE A MINUTE!



I JUST REMEMBERED--I DON'T WANT AUNT MAY WORRYING ABOUT WHERE I AM!

THIS IS PETER! DON'T WAIT UP FOR ME-- I HAVE TO-- EH-- DO SOME STUDYING AT A FRIEND'S HOUSE!

SURE, I'M OKAY! SEE YOU IN THE MORNING, AUNT MAY!



WOULDN'T HAVE TO DO THIS IF I HAD MY OWN PAD!

IT WOULD BE BETTER FOR BOTH OF US!

MINUTES LATER--

IT'S ALWAYS AMAZED ME HOW A MASKED CRIME-FIGHTER LIKE YOURSELF CAN ALSO BE SUCH A CAPABLE SCIENTIFIC LAB MAN!

SCIENCE WAS ALWAYS MY FIRST LOVE, DOC!

AND IF EVER THERE'S A SLUMP IN SUPER-HEROING, I'LL HAVE SOMETHING TO FALL BACK ON!

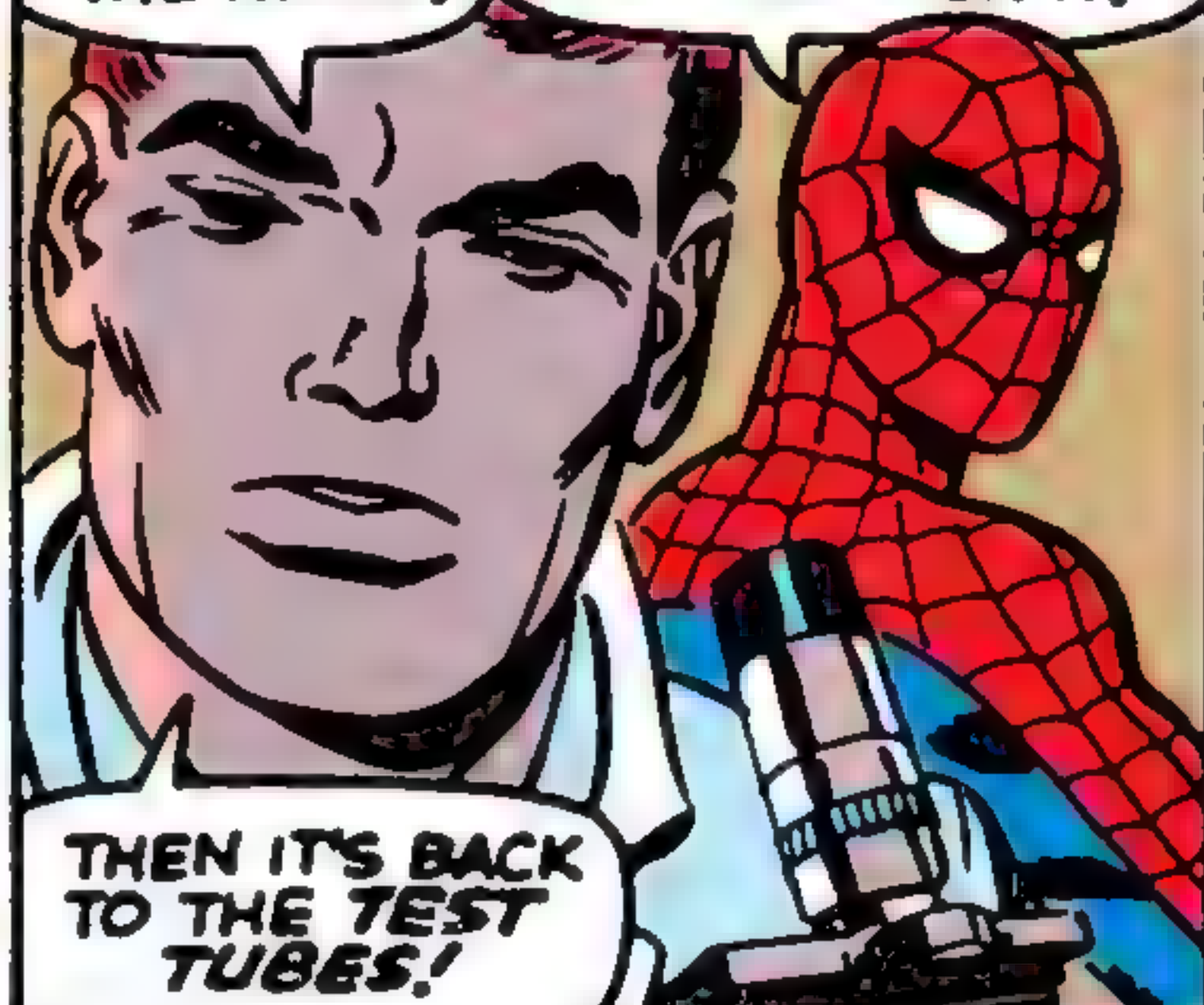


AFTER ALL, I DON'T KNOW HOW MUCH FUTURE THERE IS IN SPENDING YOUR LIFE UNDER A SPIDER-MAN MASK!

WHAT'S WRONG, DOC? YOU'RE NOT WITH IT!

I WAS JUST THINKING-- PERHAPS THE LIZARD COULD DEFEAT THE RHINO!

TOO DANGEROUS! YOU ALMOST REMAINED THE LIZARD LAST TIME! I CAN'T LET YOU RISK IT!



THEN IT'S BACK TO THE TEST TUBES!

FINALLY...

LOOKS LIKE YOU'VE DONE IT, DOC!

THIS IS WHAT I WAS AFTER!

BUT IT'S STILL UNTESTED! WE'LL HAVE TO EXPERIMENT WITH IT FIRST!

THERE ISN'T TIME! IF I'M TOO LATE, A MAN MAY DIE!



BUT--DO YOU REALIZE THE DANGER--?

IF I EVER LET DANGER STOP ME, YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN WOULD BE OUT OF BUSINESS BY NOW!

ARE YOU SURE YOU DON'T WANT ME TO GO WITH YOU?

YOU'VE A WIFE AND A SON, DOC! WHY RISK IT?

BESIDES, YOU'RE ONE OF THE ONLY FRIENDS SPIDEY HAS! I CAN'T AFFORD TO LOSE YOU!



HE STILL DOESN'T REALIZE THAT WHEN HE TURNED INTO THE LIZARD, HE WAS ONE OF THE DEADLIEST FOES I EVER FOUGHT!

I SURE DON'T NEED THAT AGAIN!

GOOD LUCK!

LEAVE A BUNSEN BURNER FLAMING IN THE WINDOW FOR ME, DOC!





THIRTY MINUTES LATER--



LUCKY THERE WASN'T MUCH TRAFFIC AT THIS HOUR! IT LOOKS LIKE I GOT HERE IN TIME! EVERYTHING'S QUIET-- SO FAR!

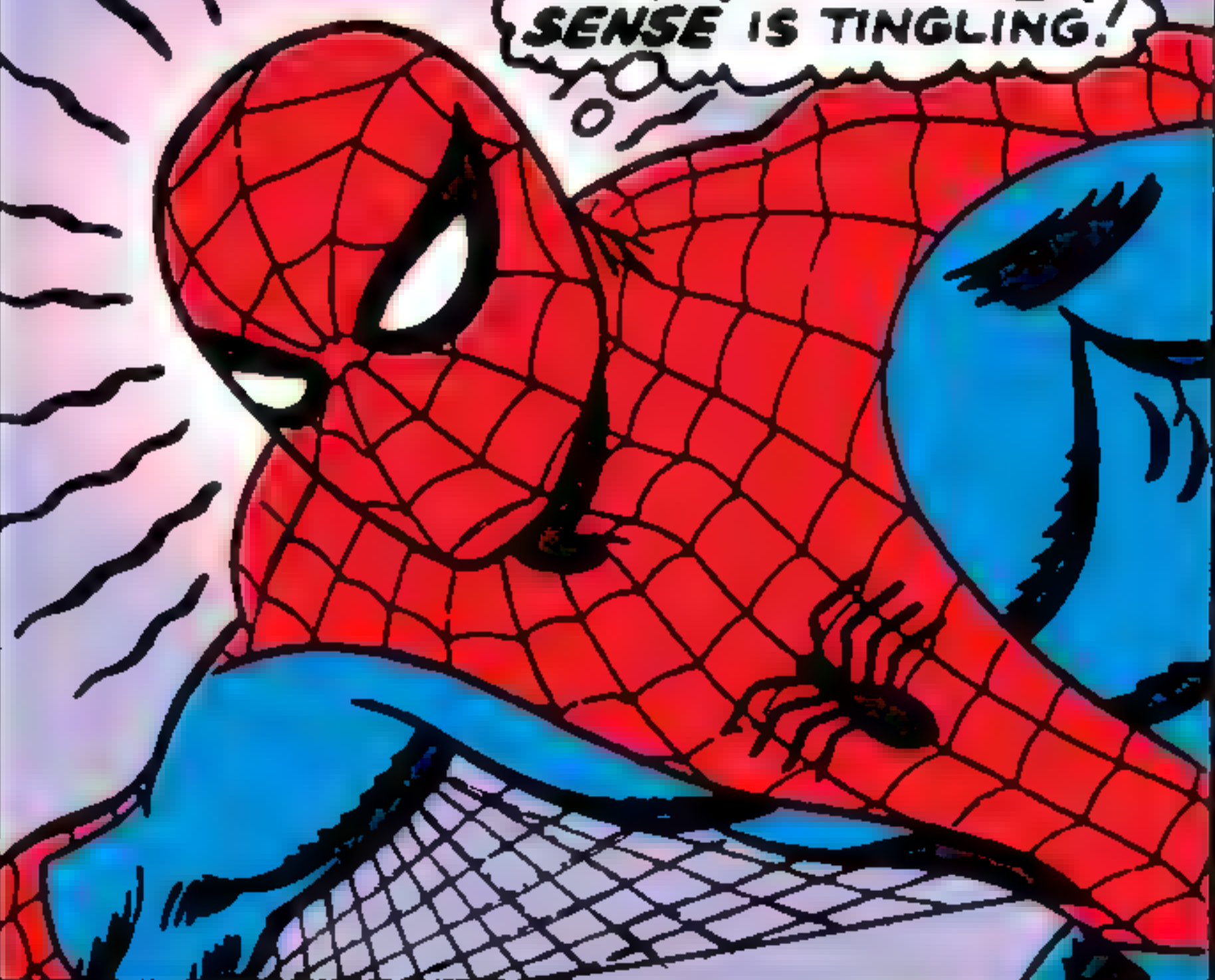
BUT I'D BETTER STICK AROUND FOR THE REST OF THE EVENING-- JUST IN CASE!

AND I'M ONE GUY WHO MEANS IT WHEN HE SAYS "STICK AROUND"!

MAYBE I'M JUST A PROFESSIONAL WORRIER! NO ONE ELSE SEEMS TO BE EXPECTING THE RHINO!

BUT I KEEP THINKING IF HE WANTED TO CAPTURE THE COLONEL BEFORE, THEN HE STILL MAY WANT TO!

UH-OH! MY SPIDER SENSE IS TINGLING!



AND NO WONDER--!



THE RHINO! BUT-- NOW?? WHY??

HOLD IT, YOU FOOL! JAMESON'S NO USE TO YOU! THE SPORES HAVE VANISHED! HE'S NORMAL AGAIN!



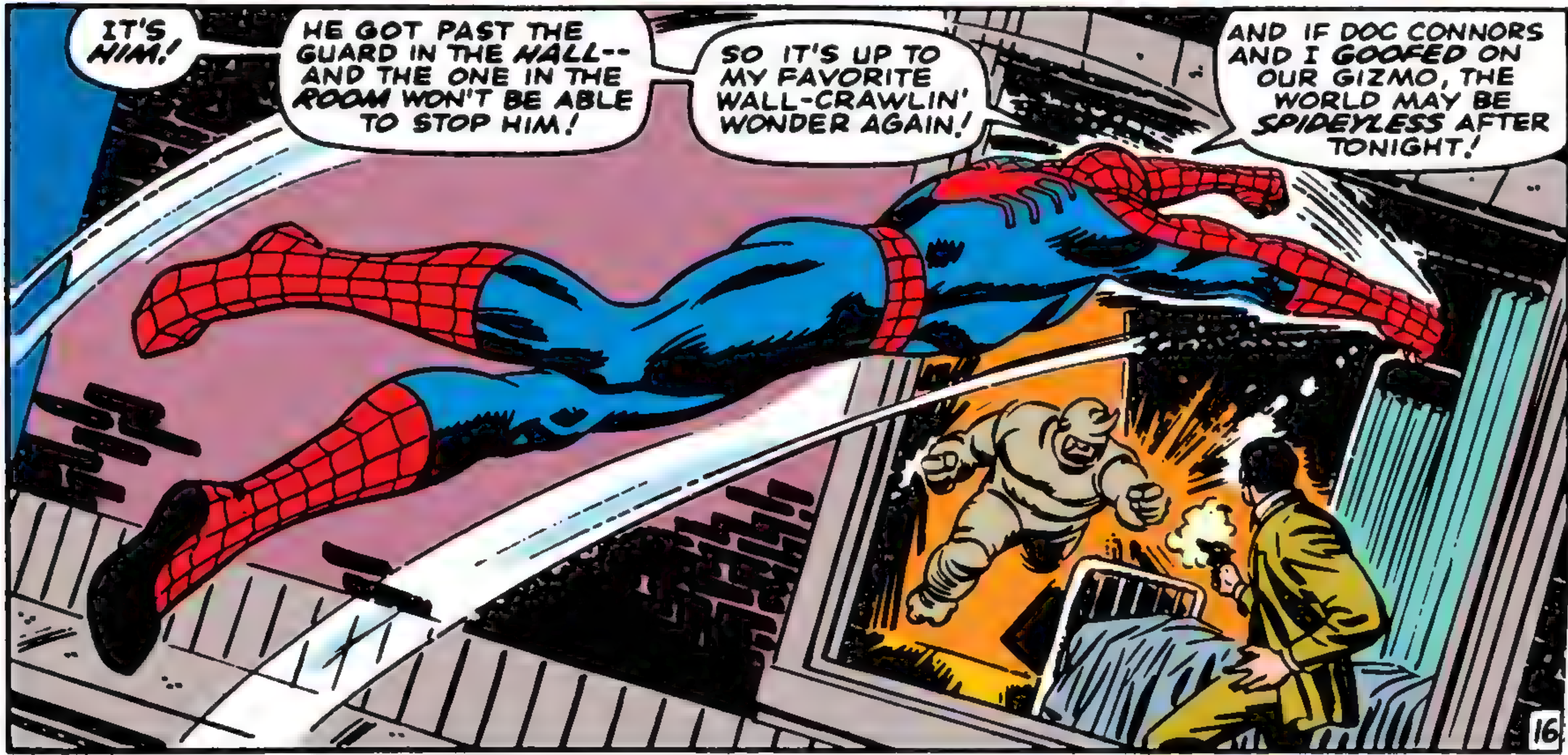
CAN'T REASON WITH HIM! CAN'T-- UHHH--!

IT'S HIM!

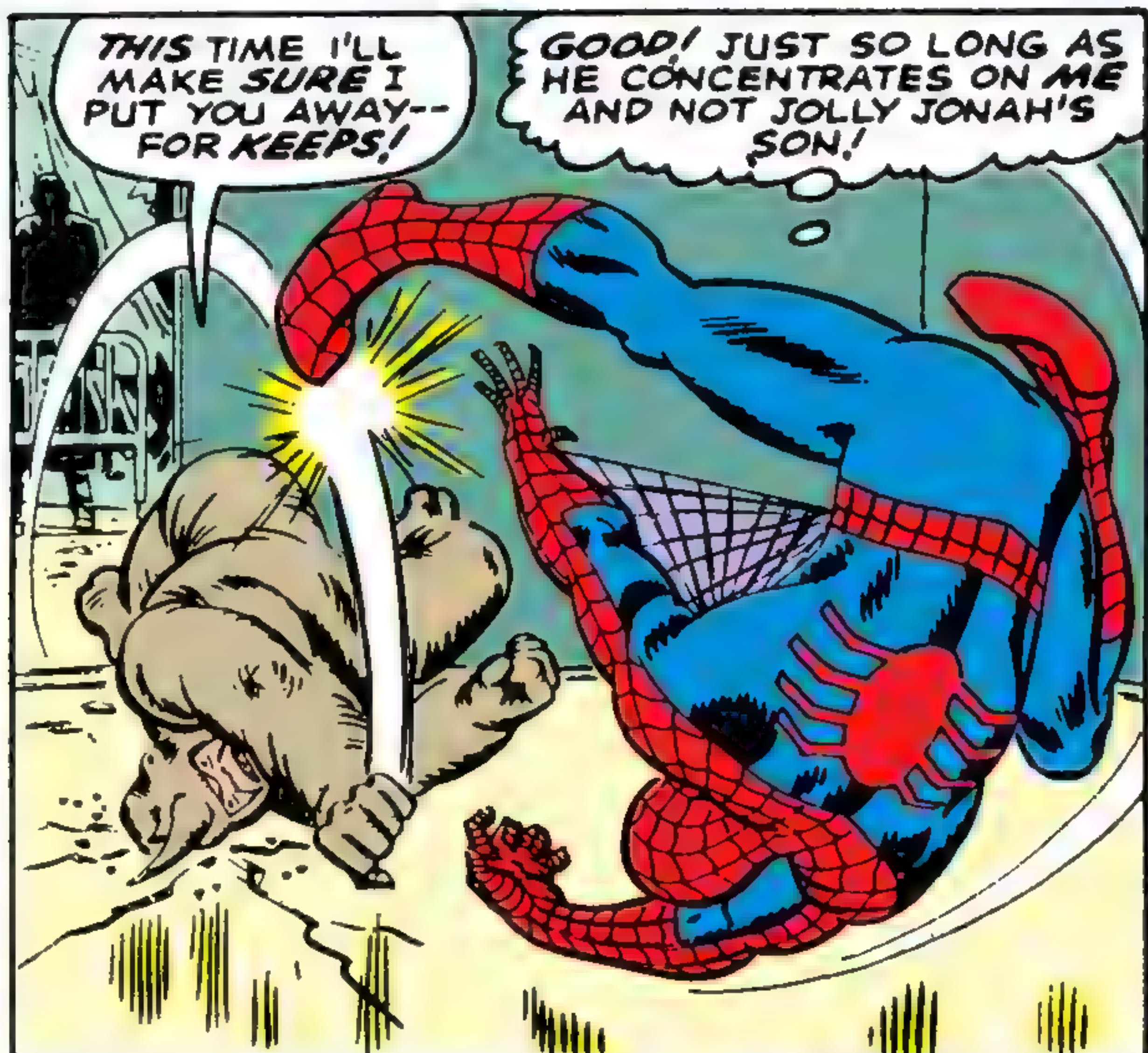
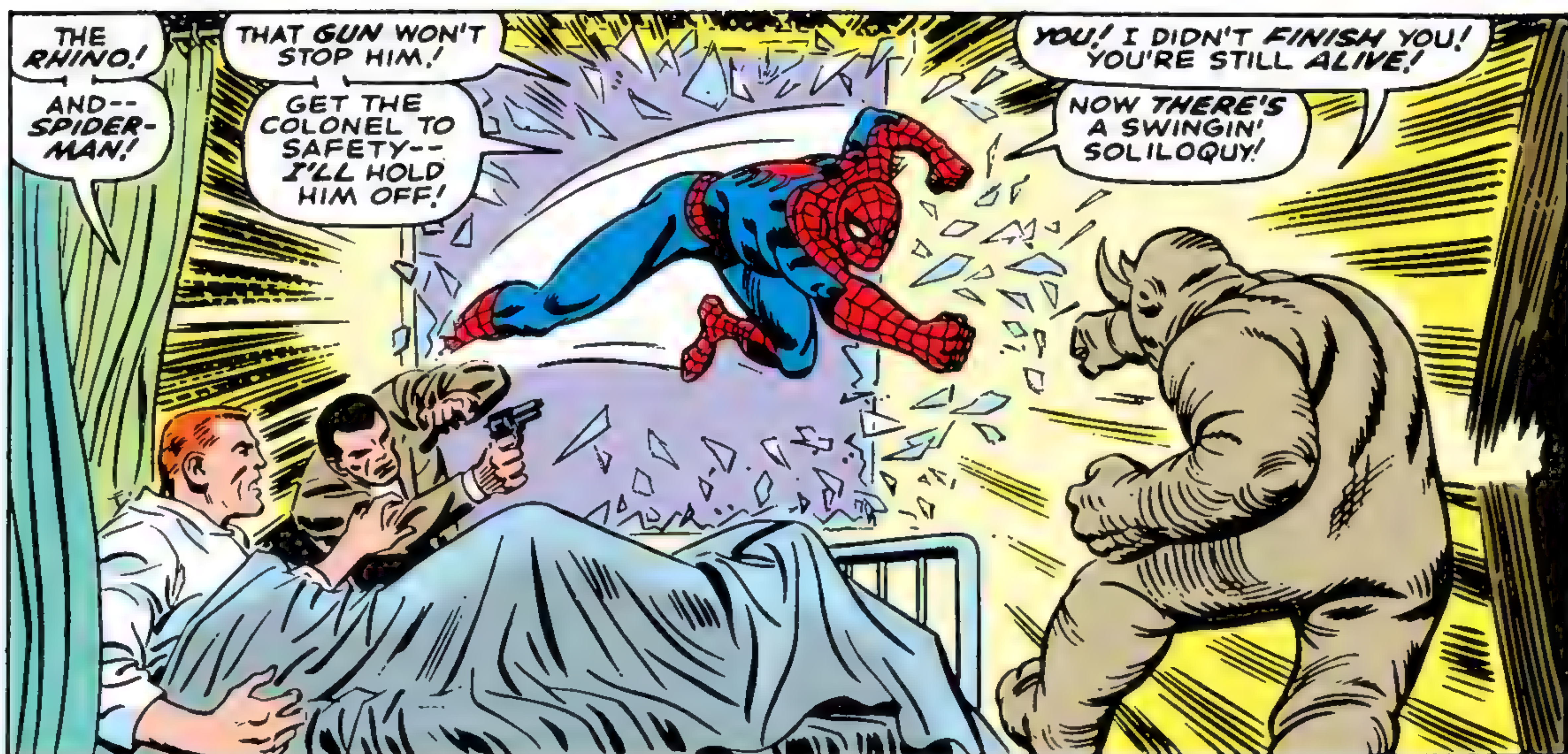
HE GOT PAST THE GUARD IN THE HALL-- AND THE ONE IN THE ROOM WON'T BE ABLE TO STOP HIM!

SO IT'S UP TO MY FAVORITE WALL-CRAWLIN' WONDER AGAIN!

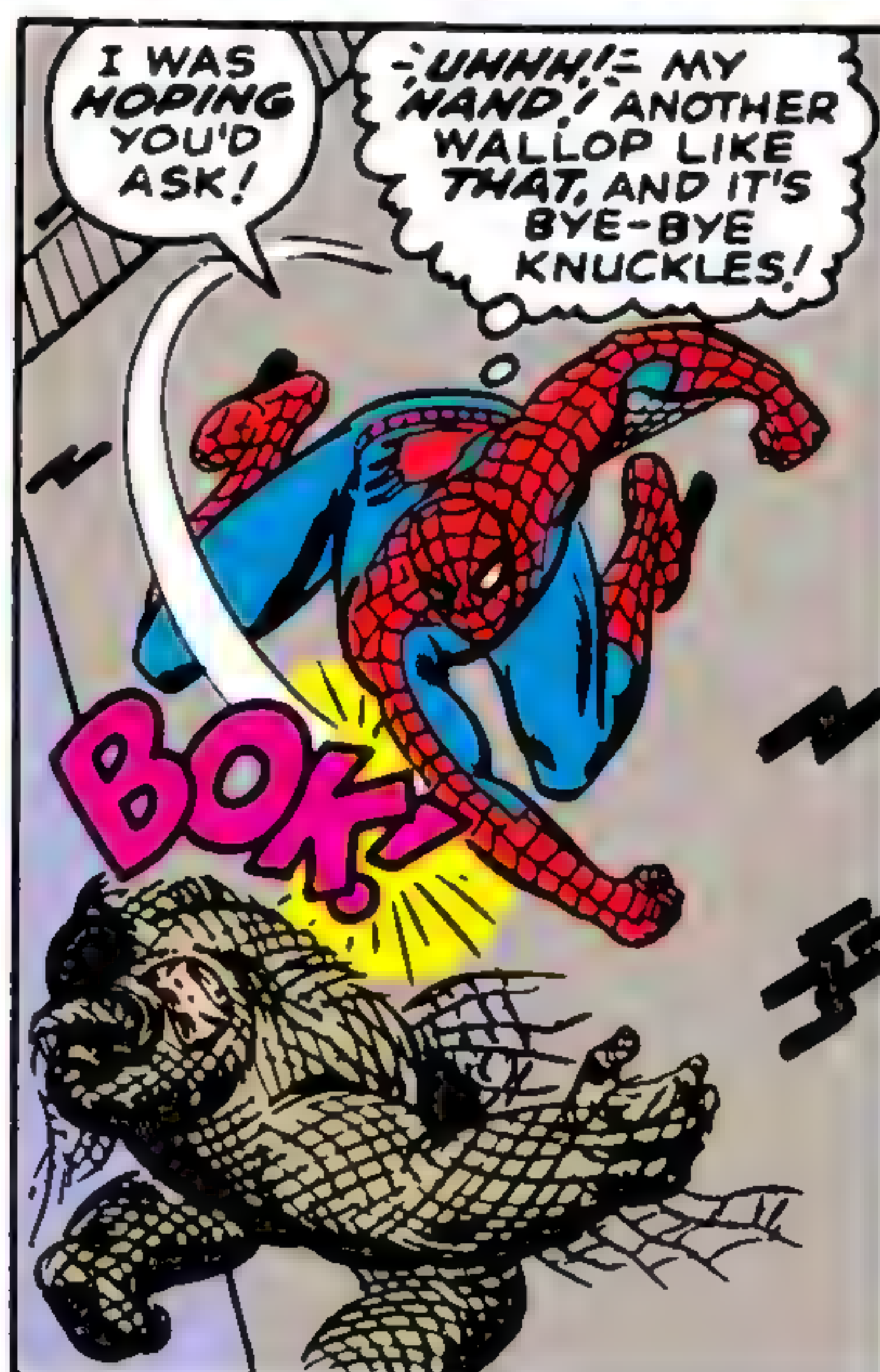
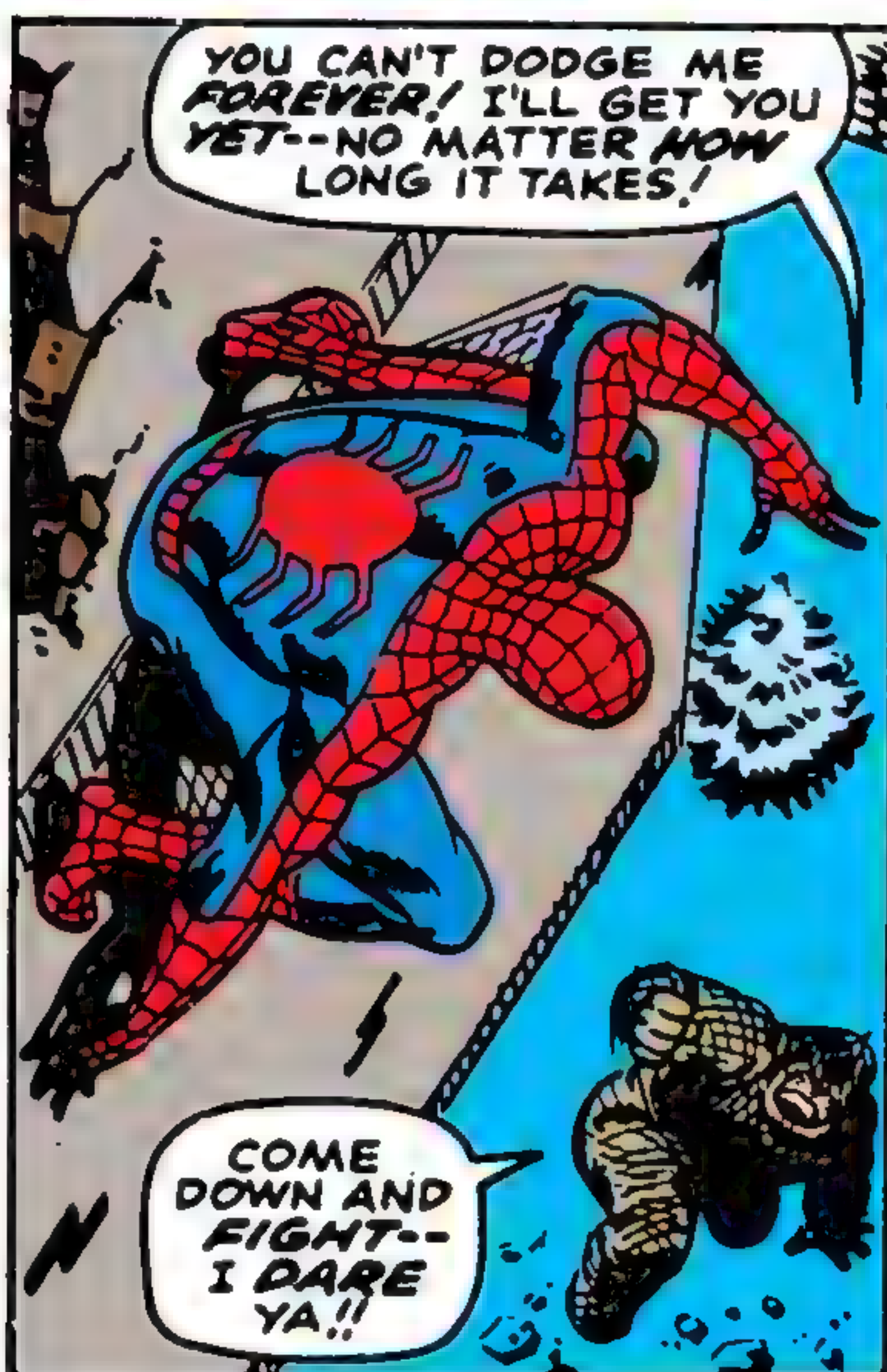
AND IF DOC CONNORS AND I GOOFED ON OUR GIZMO, THE WORLD MAY BE SPIDEYLESS AFTER TONIGHT!



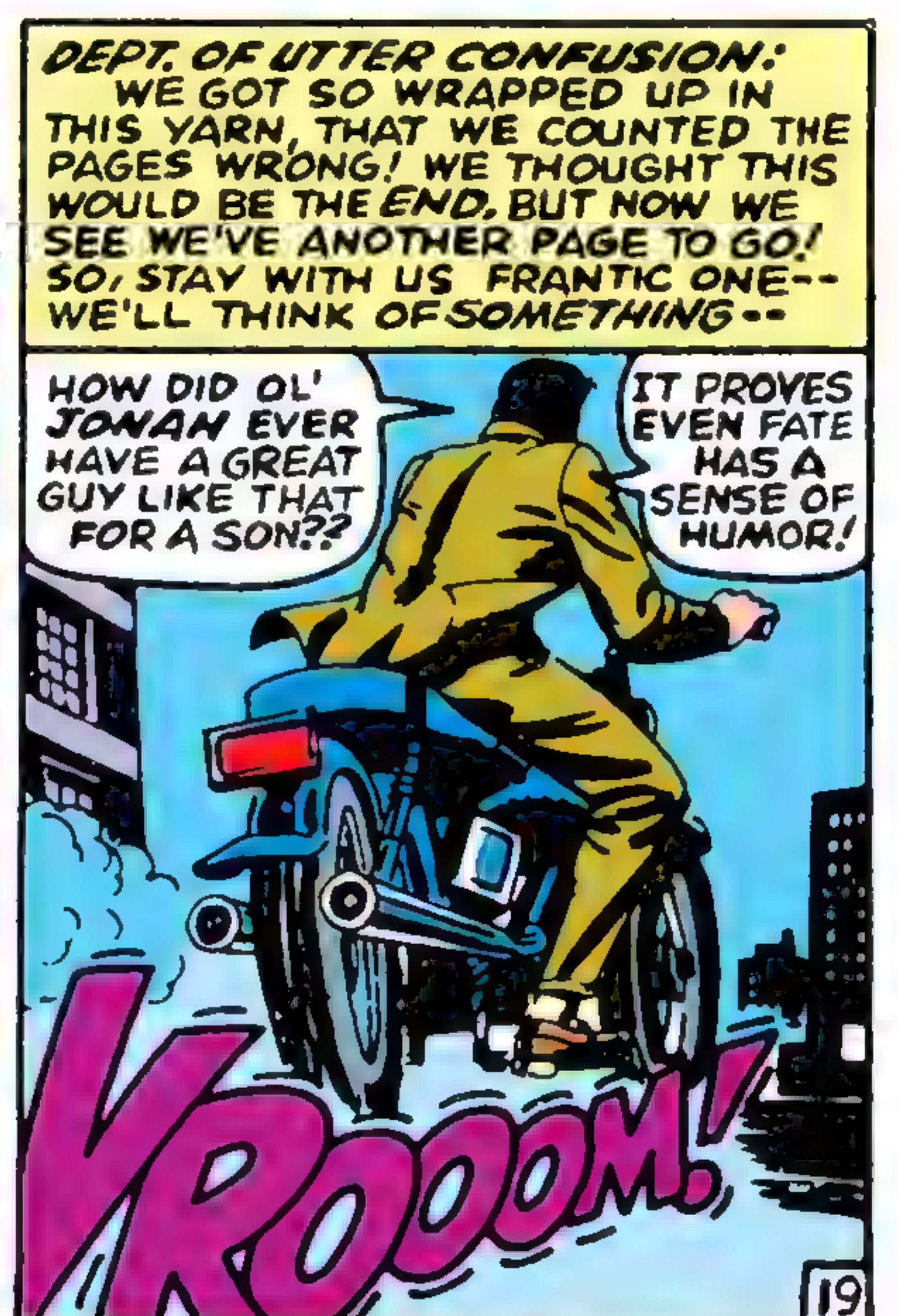
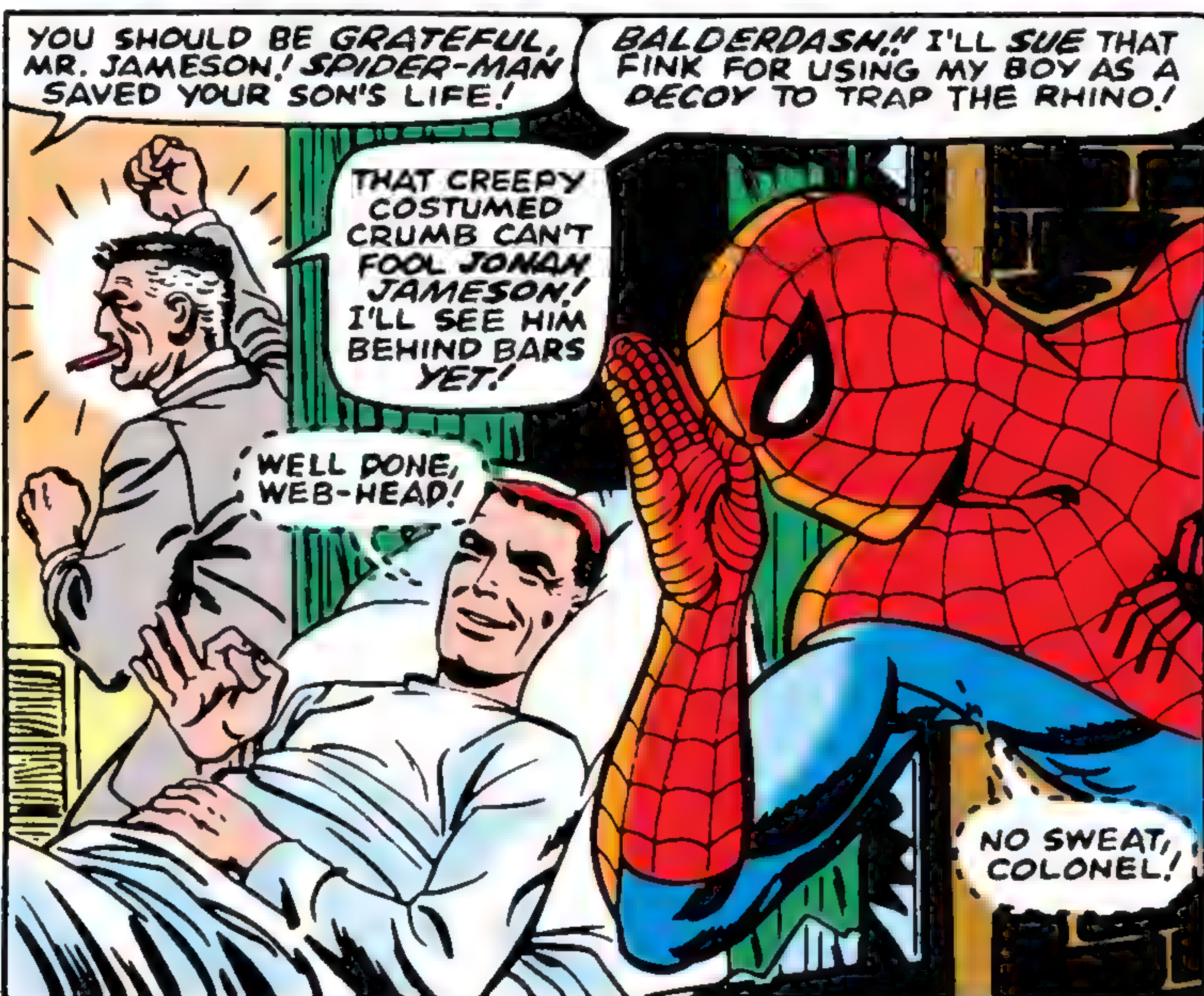
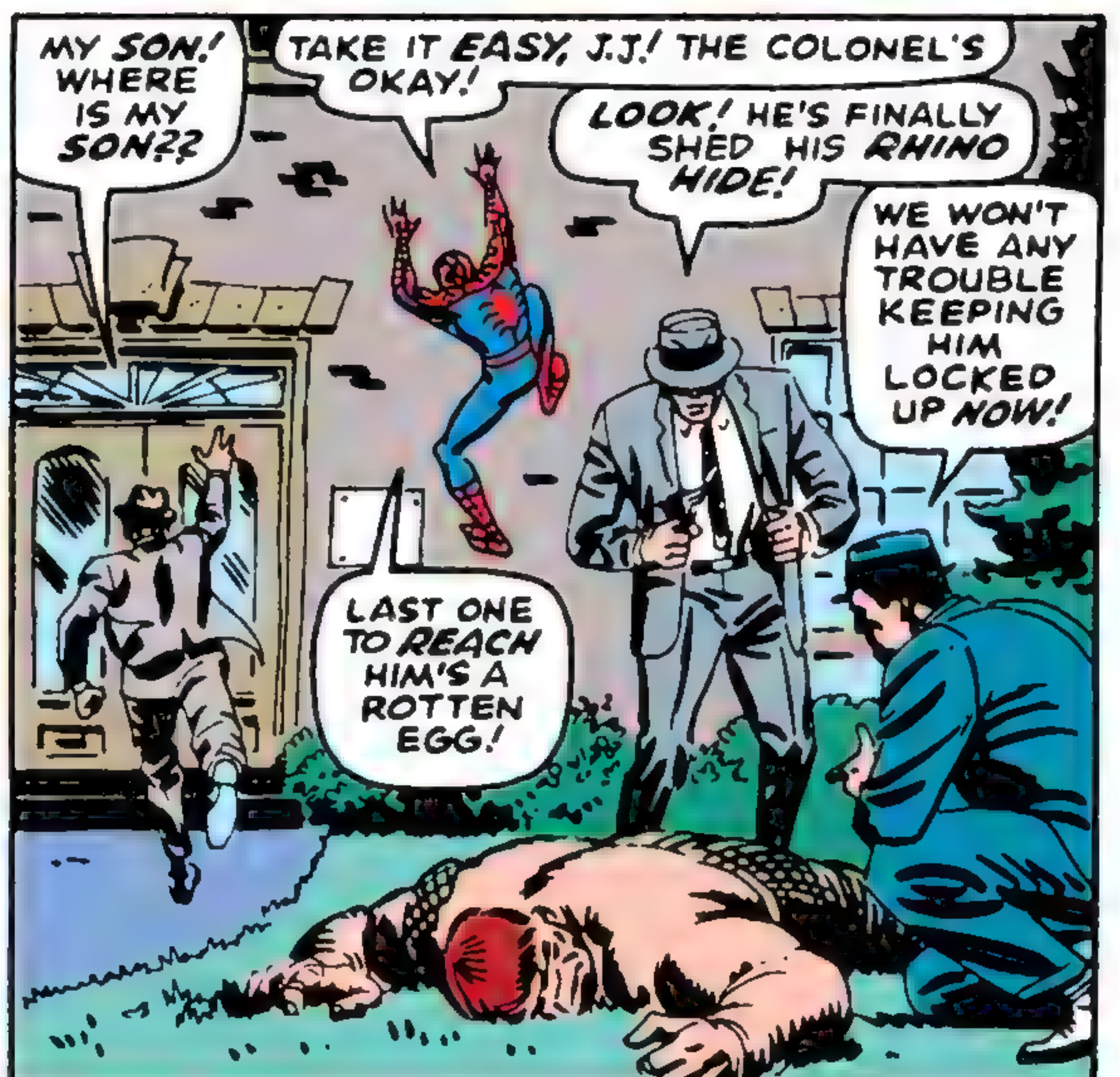
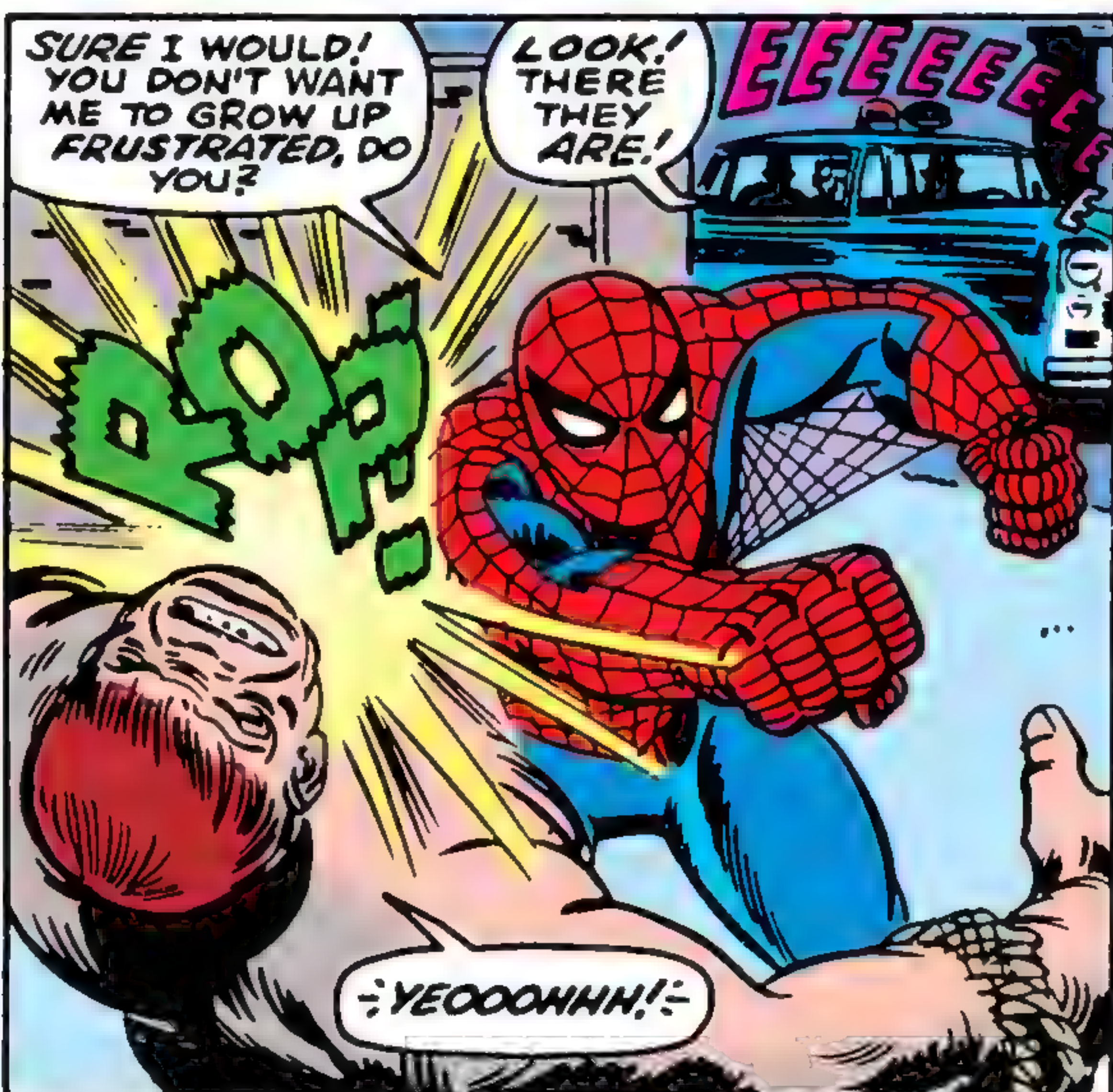




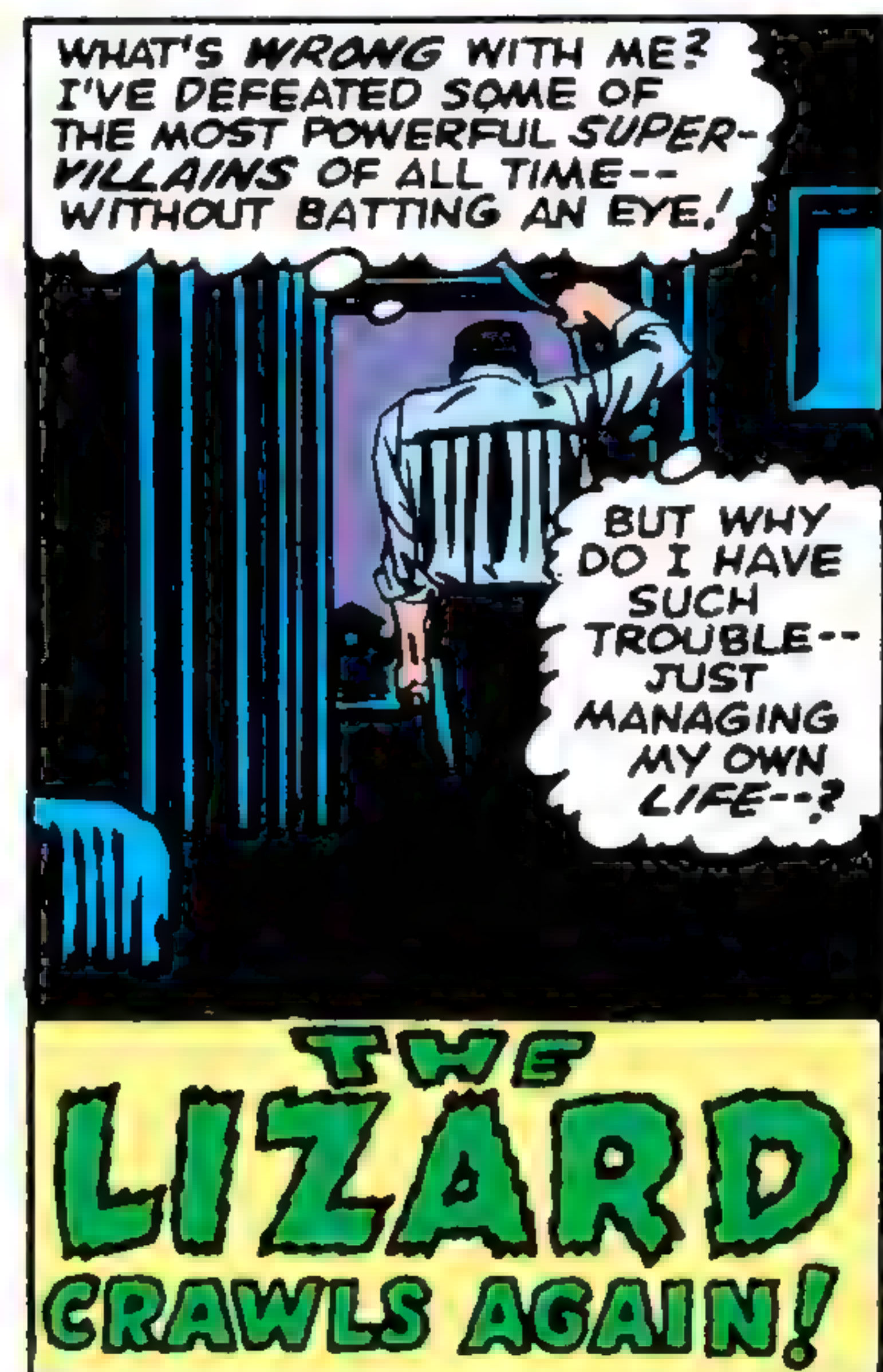
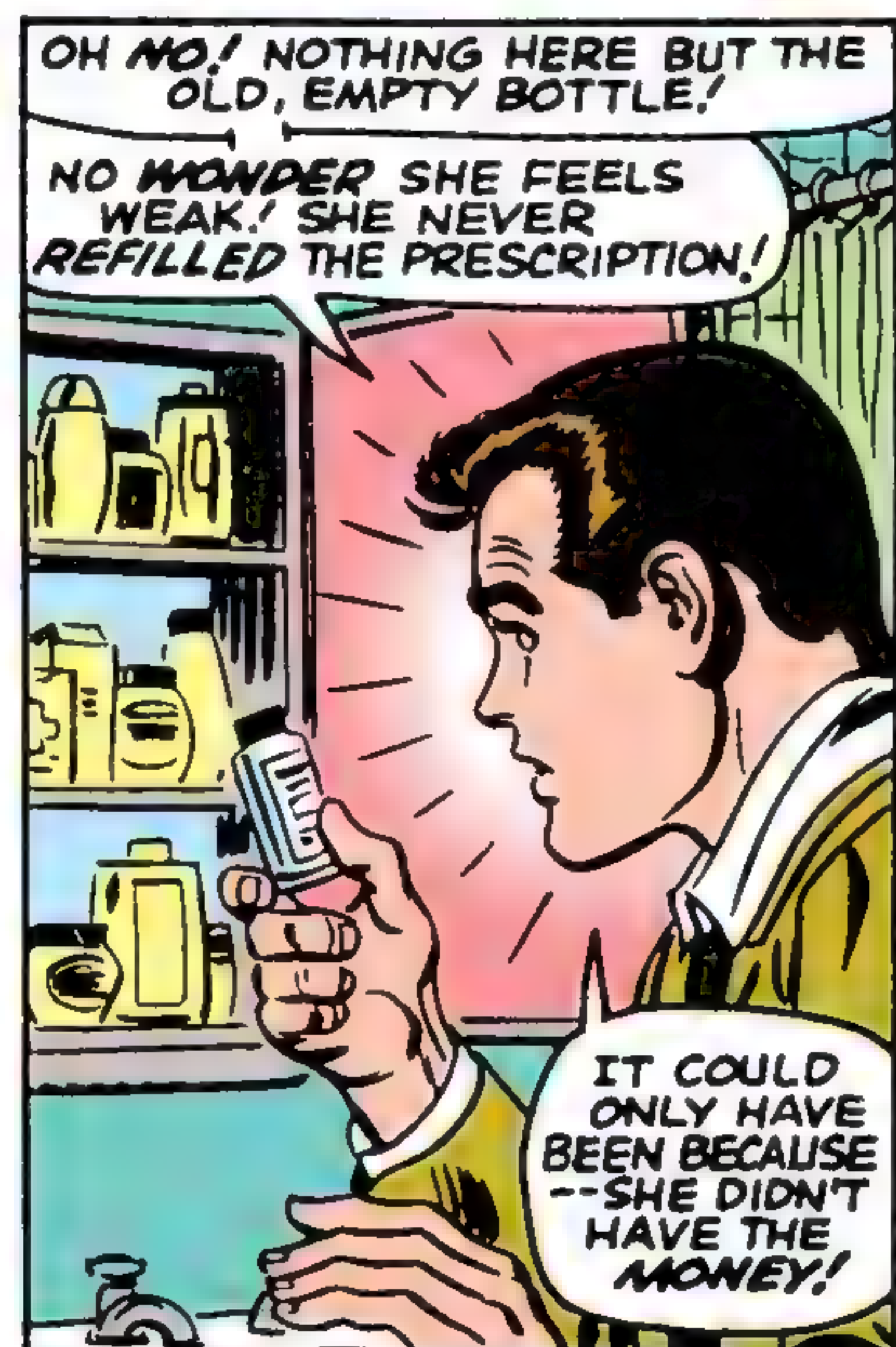
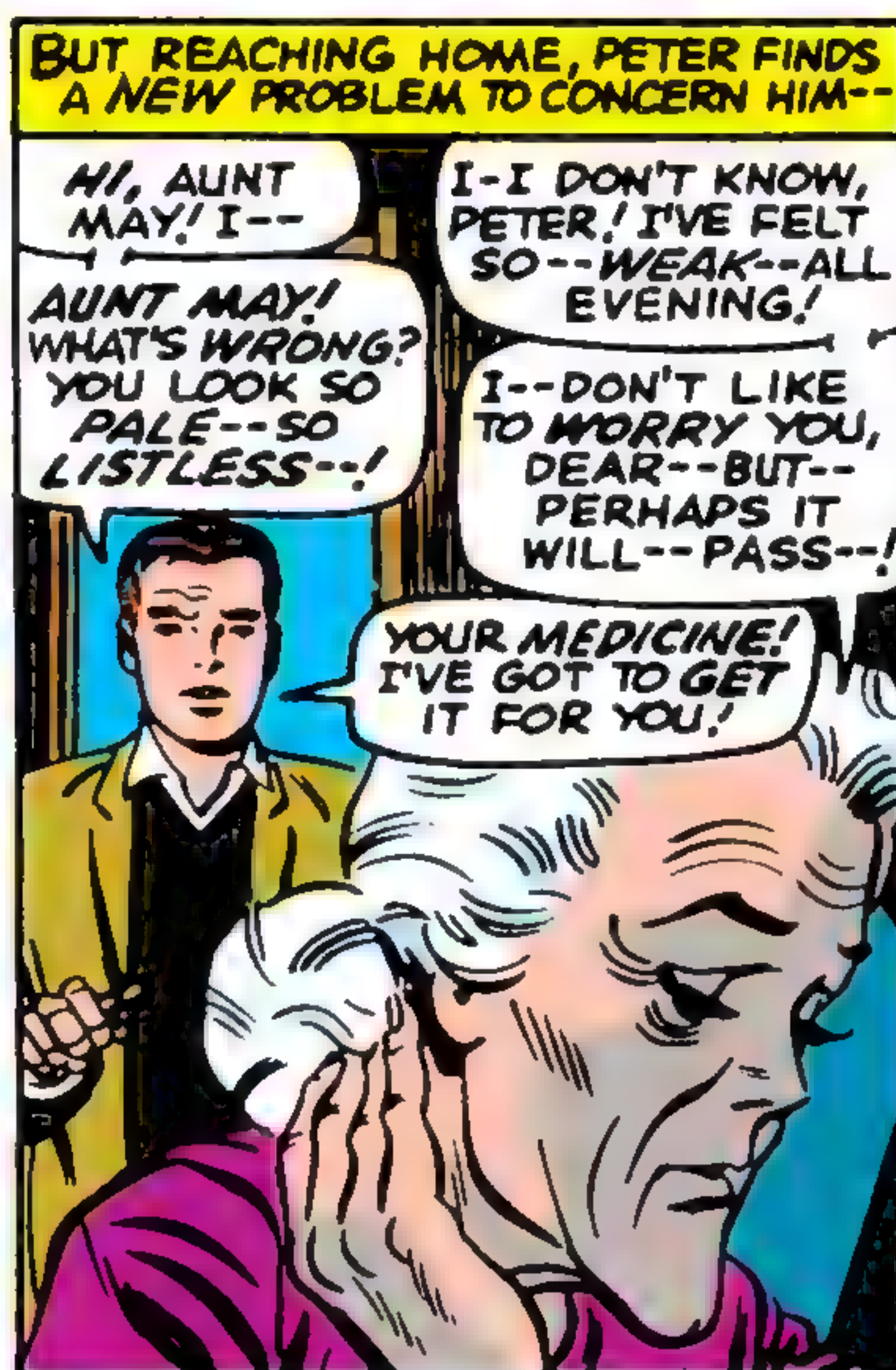
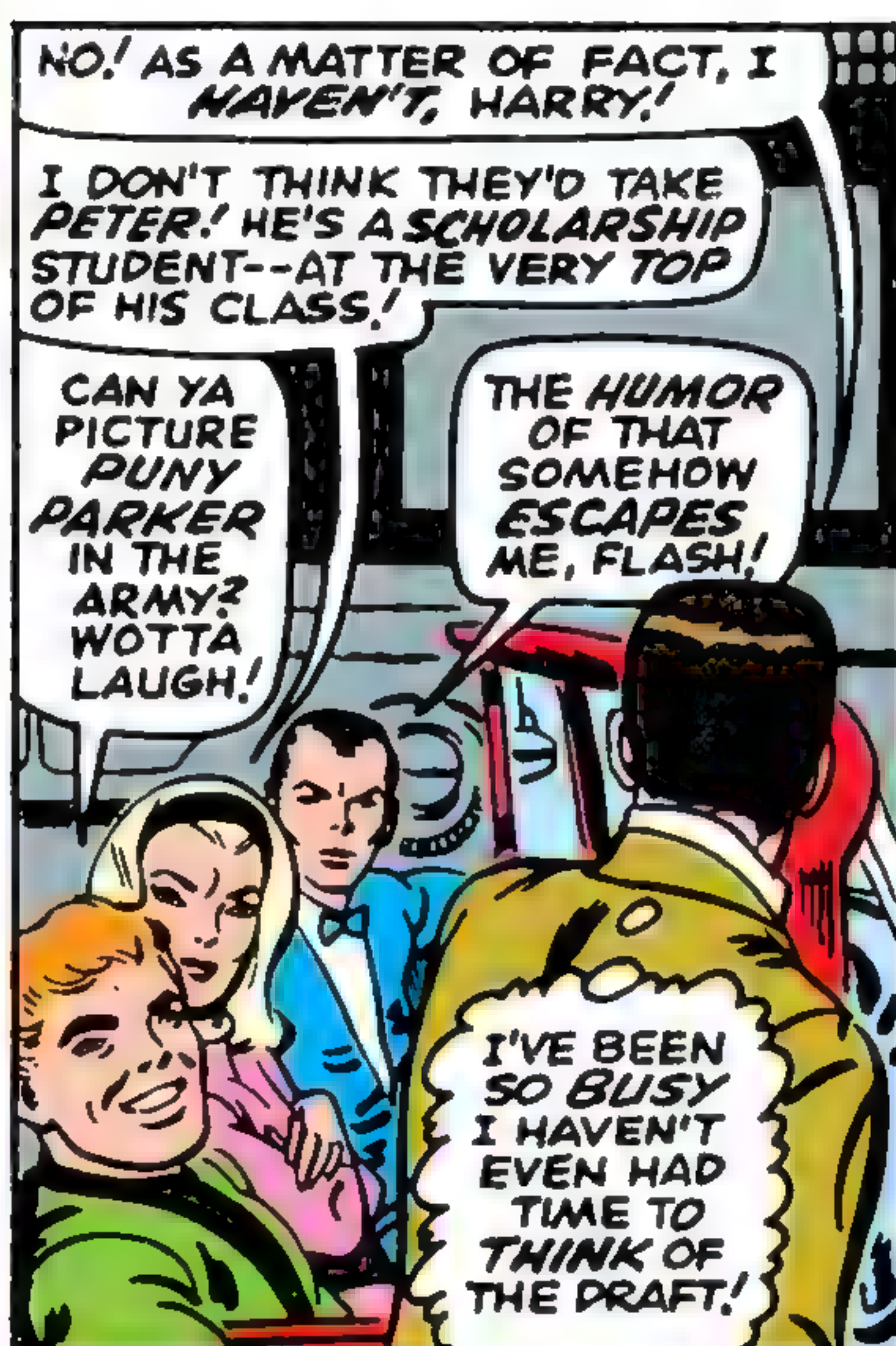
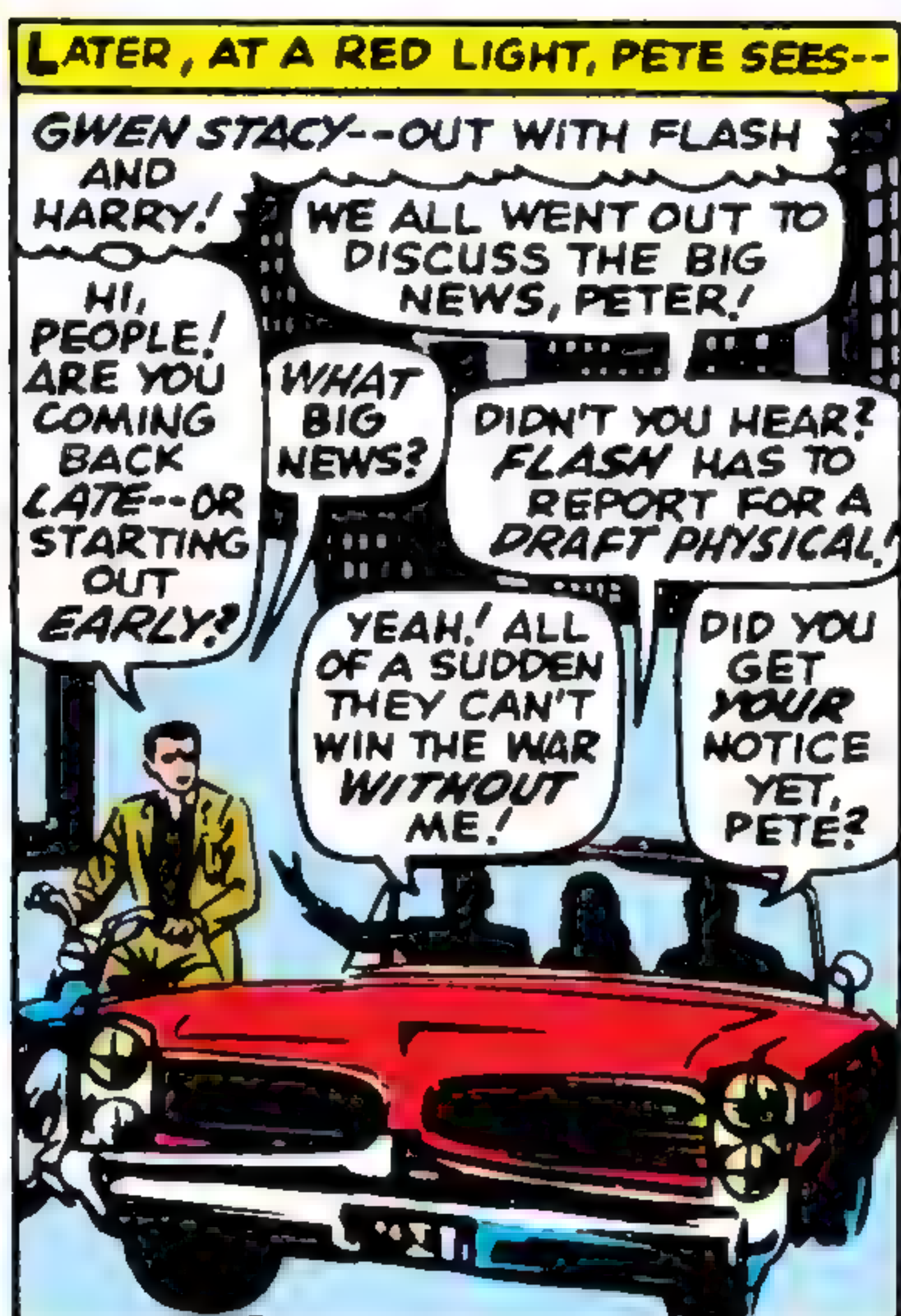
















SPIDERMAN  
SPECIAL

72  
BIG  
PAGES

MARVEL  
COMICS  
GROUP

25¢ 3  
IND. NOV

KING-SIZE SPECIAL!

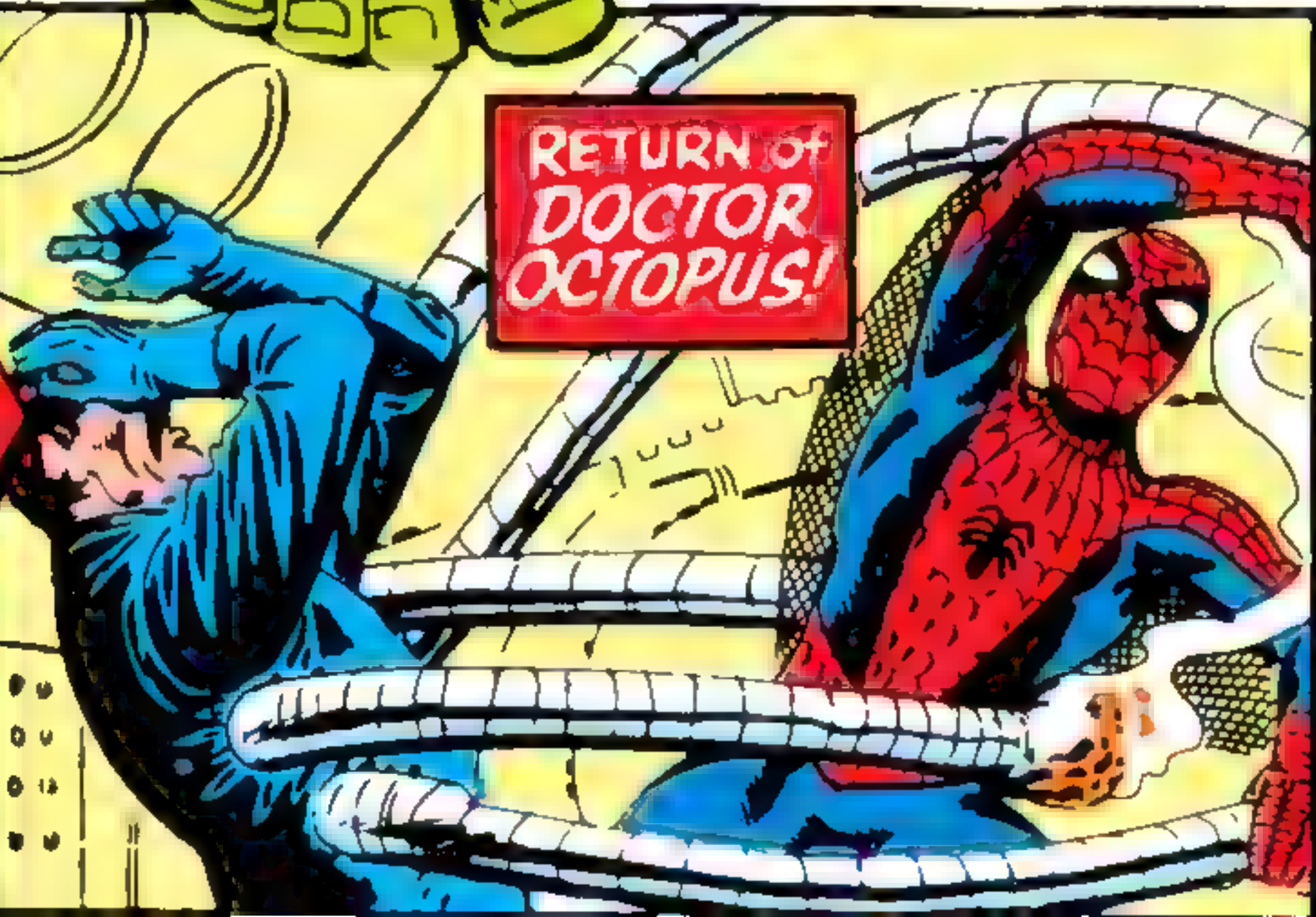
APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

the AMAZING  
SPIDER-MAN

ALL  
NEW

SPIDEY  
FACES  
THE  
MIGHTY  
AVENGERS!  
THE  
INCREDIBLE  
HULK!  
'NUFF  
SAID!

PLUS...  
THE MOST ACTION-PACKED  
OF ALL THE DOC OCK OPUSES!  
BOTH IN ONE BOOK FOR THE  
FIRST TIME! SEE WHY  
DOCTOR OCTOPUS  
HAS BEEN CALLED THE  
GREATEST VILLAIN OF ALL!





# THE AMAZING SPIDER-MAN!

## "...TO BECOME AN AVENGER!"

GUEST-  
STARRING:  
THE  
INCREDIBLE  
HULK

AT AN EXTRAORDINARY  
EXECUTIVE SESSION  
OF THE MIGHTY AVENGERS,  
WE FIND--

WE'VE STUDIED THAT PHOTO OF  
SPIDER-MAN LONG ENOUGH!  
IT'S TIME TO DECIDE WHETHER  
TO OFFER HIM AVENGERS  
MEMBERSHIP!

I VOTE YES!  
WHAT'S THE  
SENSE OF  
WASTIN' TIME?  
HE'S A REAL  
SWINGER, AND  
ME, I DIG  
HIS STYLE!

BUT YOU TEND  
TO IDENTIFY  
WITH HIM,  
HAWKEYE,  
BECAUSE HE,  
TOO, HAS BEEN  
WANTED BY  
THE LAW!

I VOTE NO!  
I HATE ANY-  
THING TO  
DO WITH  
SPIDERS!

HE MUST BE  
CAREFULLY  
TESTED! IT'S  
THE ONLY  
FAIR WAY!

TO MOST OF US  
HE IS STILL A  
NAMELESS  
ENIGMA!

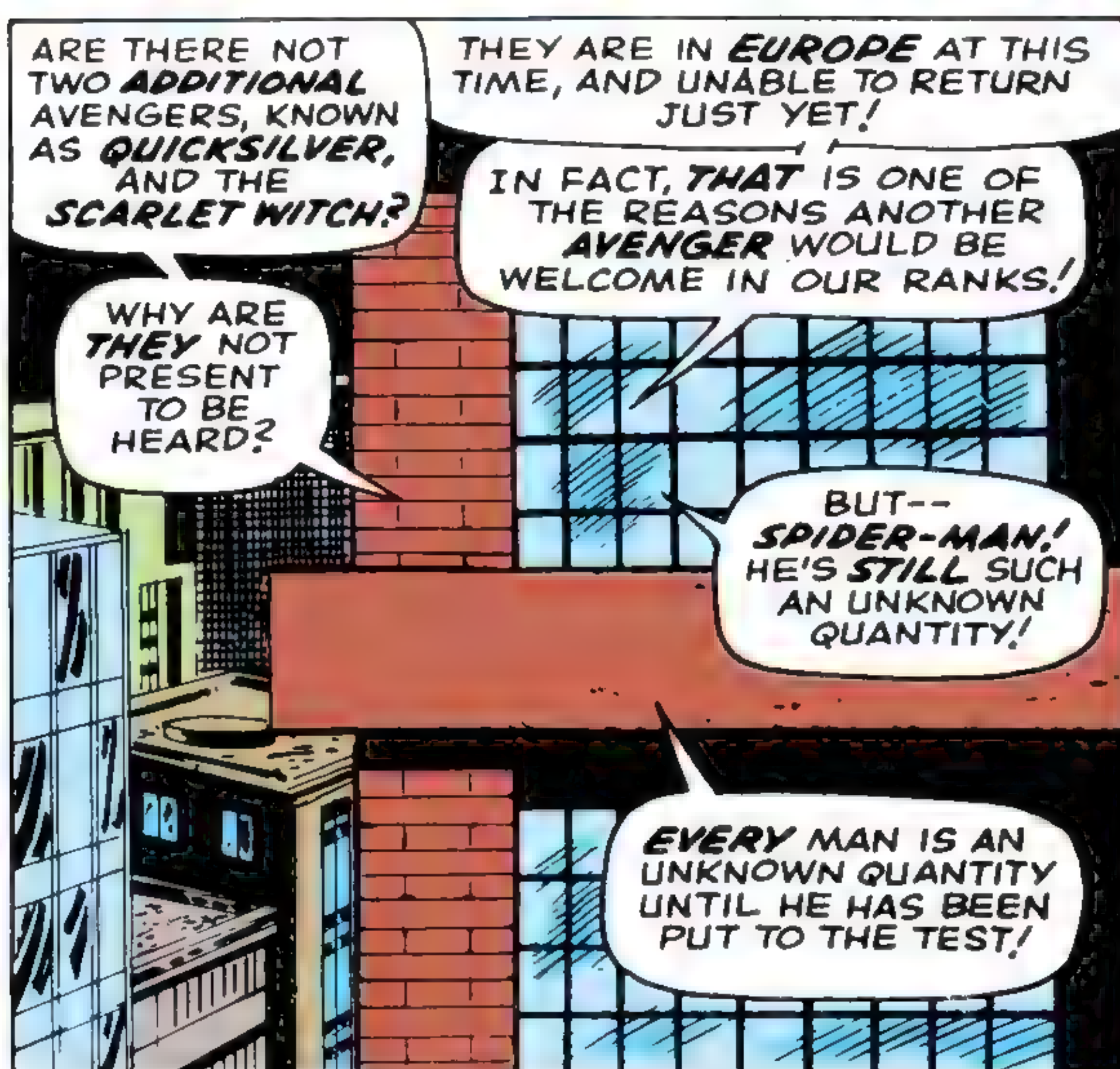
WE MUST LEARN  
WHETHER SPIDER-  
MAN CAN TRULY  
BE TRUSTED!

IT'S A MOMENTOUS  
DECISION! WE  
DARE NOT MAKE  
A MISTAKE!

HOW'S  
THIS  
FOR A  
ZINGY  
COMBO?

SCRIPT WRITIN' BY SMILIN' STAN LEE  
LAYOUTS BY JAZZY JOHNNY ROMITA  
PENCILIN' BY DASHIN' DONNIE HECK  
INKIN' BY MIRTHFUL MICKEY DEMEO  
LETTERIN' BY ADORABLE ARTIE SIMEK







WE NEED ONLY **BLANKET THE AREA** WITH HIGH-FREQUENCY RADIO SIGNALS --AND HOPE THAT HE'S WITHIN RANGE!

IT WON'T TAKE LONG! I'LL START **SENDING** RIGHT AWAY!

I'LL USE **INTER-NATIONAL MORSE CODE** SIGNALS!

HOW COME WE'VE NEVER OFFERED MEMBERSHIP TO **DAREDEVIL**?

PERHAPS WE **WILL**, SOMEDAY...

AS SOON AS SOME AVENGER PROPOSES HIM OFFICIALLY!

A SHORT TIME LATER, AS THE FAMOUS **MAN WITHOUT FEAR** PATROLS THE CITY'S ROOFTOPS--

POWERFUL **RADIO WAVES** --FILLING THE AIR! IT'S A SIGNAL--TO ME--FROM THE **AVENGERS!**

WHATEVER THEY WANT--MUST BE **IMPORTANT!**

THUS, MOMENTS LATER...

THE **MIGHTY AVENGERS!** MY **CURIOSITY** WOULDN'T LET ME IGNORE YOUR SUMMONS!

WE **APPRECIATE** YOUR COMING!

TO PUT IT FRANKLY, DAREDEVIL--WHAT WE'RE AFTER IS **INFORMATION--**

WE HAVE A **REQUEST** TO MAKE--!

YEAH! ABOUT **SPIDER-MAN!**

ENTER--AND BE HEARD!

MMMM! I HOPE HE'S A **SLOW TALKER!**

MORE THAN A YEAR AGO, WE FOUGHT SIDE-BY-SIDE AGAINST THE **RINGMASTER--\*** AND **SPIDEY** WAS AS GREAT A PARTNER AS ONE COULD HOPE FOR!

MORE RECENTLY, I ENCOUNTERED HIM AGAIN\*\* AND HE WAS **STRONGER**, AND MORE **SKILLFUL** THAN EVER!

IF HE'S BEING CONSIDERED AS A POTENTIAL AVENGER, HE GETS MY **HIGHEST RECOMMENDATION!**

THAT'S JUST WHAT WE WANTED TO KNOW!

\*SPIDEY #16. \*\*DAREDEVIL #5 16 & 17. --SMILEY.

THEN, AFTER THE SIGHTLESS ADVENTURER HAS DEPARTED...

I VOTE THAT **SPIDER-MAN** QUALIFIES TO BE TESTED FOR MEMBERSHIP IN THE AVENGERS!

BIG DEAL! I TOLDJA THAT A HALF HOUR AGO!

I WON'T LET MY NATURAL **WASP'S** AVERSION TO SPIDERS PREJUDICE ME! I VOTE **YES**, ALSO!

I'M PROUD OF YOU, HONEY! **SPIDEY** GETS **GOLIATH'S** VOTE, TOO!

AND SO SAYS THE **GOD OF THUNDER!**

GOOD! THEN I'LL MAKE IT **UNANIMOUS!**

NOW, ALL WE HAVE TO DO IS **FIND HIM!**



A dynamic comic book illustration of Thor in flight. He is shown from the waist up, angled towards the right, with his red cape billowing behind him. He wears his classic blue and silver armor with yellow lightning bolt details and yellow-and-black striped boots. His long, flowing blonde hair is visible. He holds the hilt of his hammer, Mjolnir, in his right hand, with the hammerhead pointing towards the upper right. His left hand is clenched into a fist. The background is a stylized cityscape with grey buildings and a bright yellow sky. Three speech bubbles are present: one in the top left corner, and two on the right side. The art style is characteristic of classic Marvel comic books, with bold lines and a limited color palette.

AND SO,  
THE  
QUEST  
BEGINS...

IF *SPIDER-MAN*  
IS ANYWHERE IN  
THIS SPRAWLING,  
TEEMING, BUSTLING  
METROPOLIS--

THEN, BY THE BRISTLING  
BEARD OF ODIN, BY THE  
GOLDEN GATES OF ETERNAL  
ASGARD, *THOR* SHALL FIND  
HIM!

**O**THERS, TOO, TAKE UP THE SEARCH FOR SPIDER-MAN-- THOUGH NOT NECESSARILY WITH THE SAME GRANDILOQUENCE AS THE GOD OF THUNDER--

CAP WAS RIGHT! I GUESS I DO KINDA IDENTIFY WITH THAT MASKED WEB-SLINGER!

HE'S ALWAYS IN TROUBLE WITH THE POLICE--OR SOMEONE--JUST THE WAY I USED'TA BE!

AND YET, I GET THE FEELIN' THAT SPIDEY'S A GUY YOU CAN TRUST WITH YOUR LAST SAWBUCK.

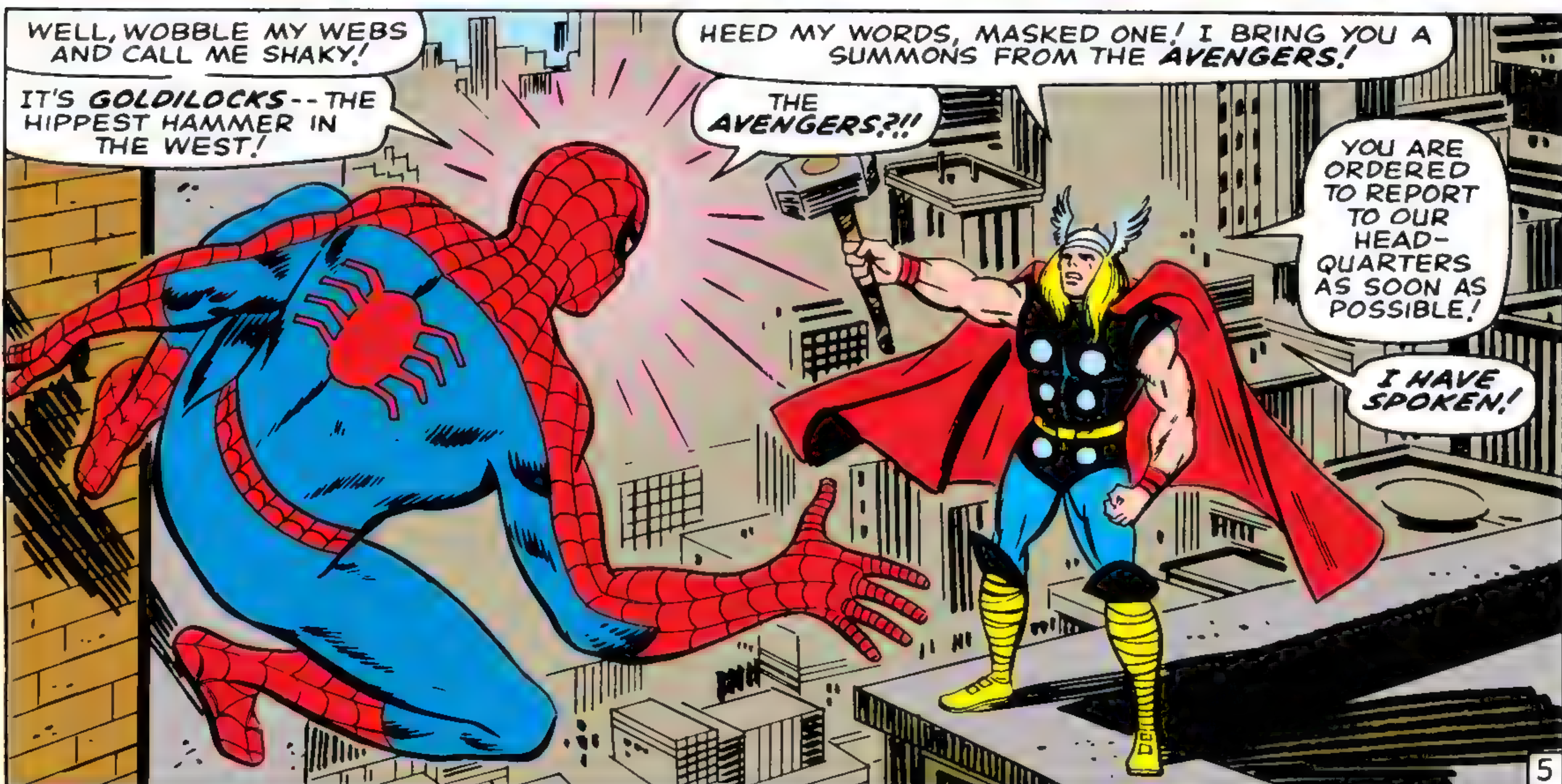
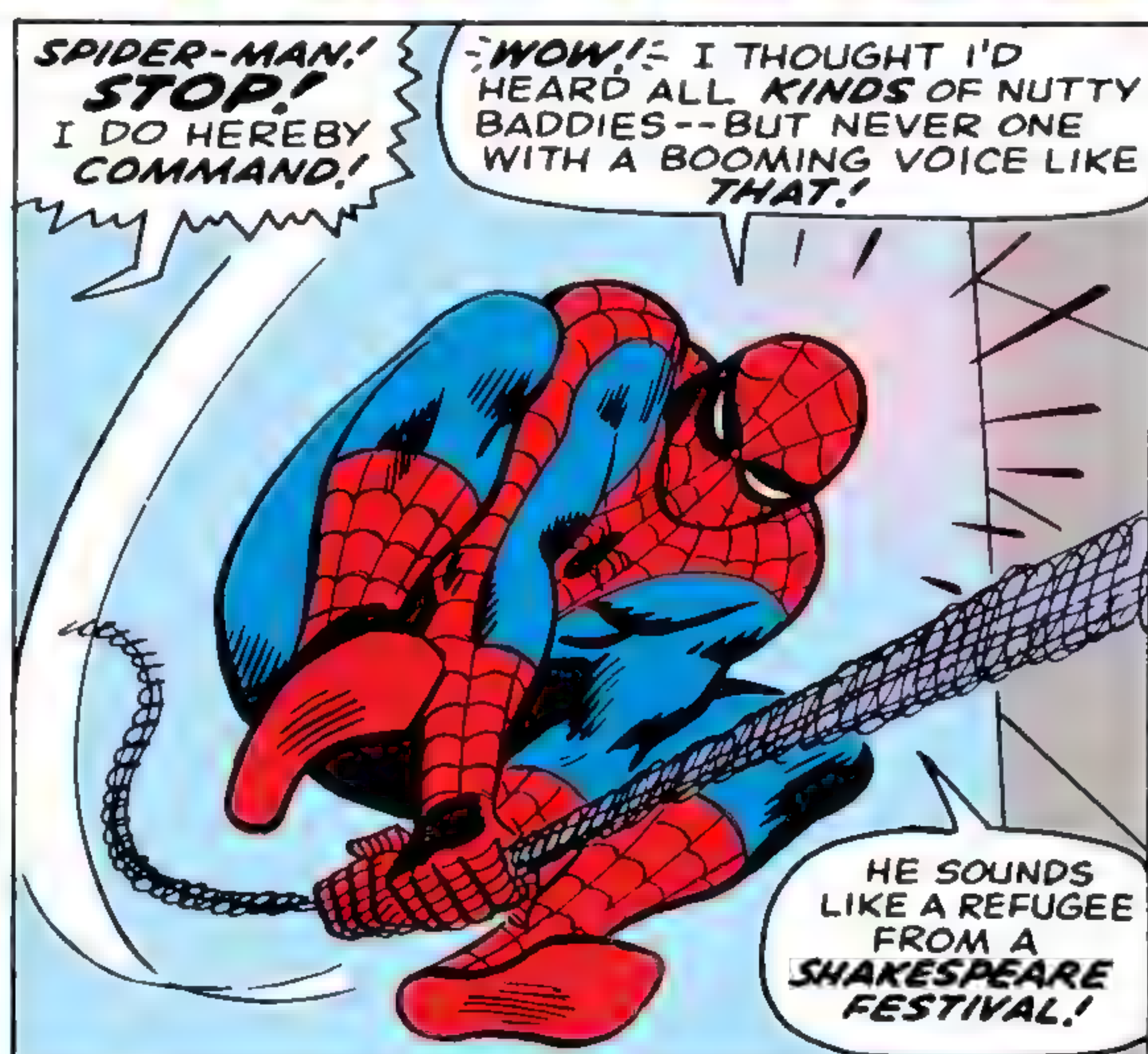
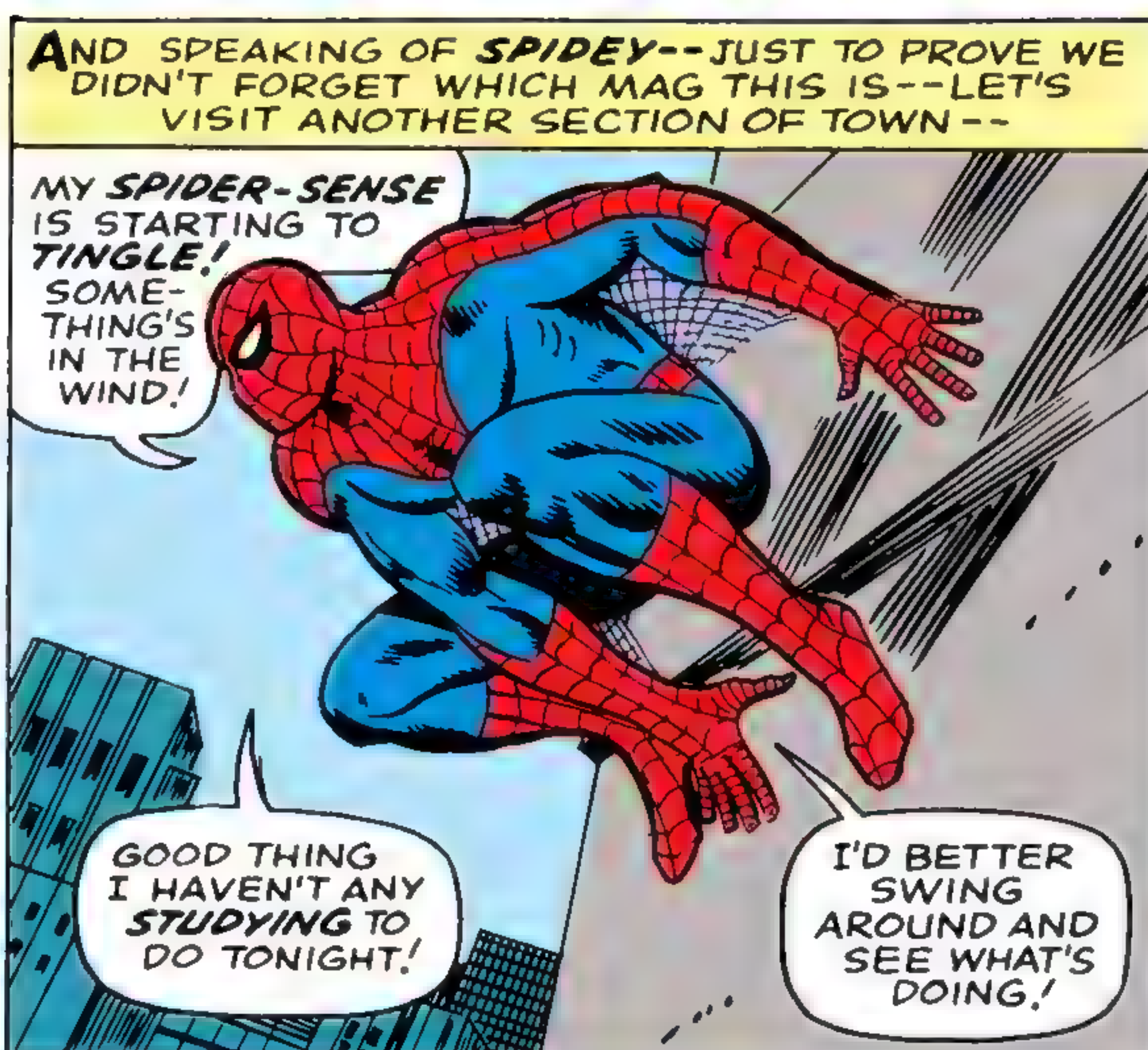
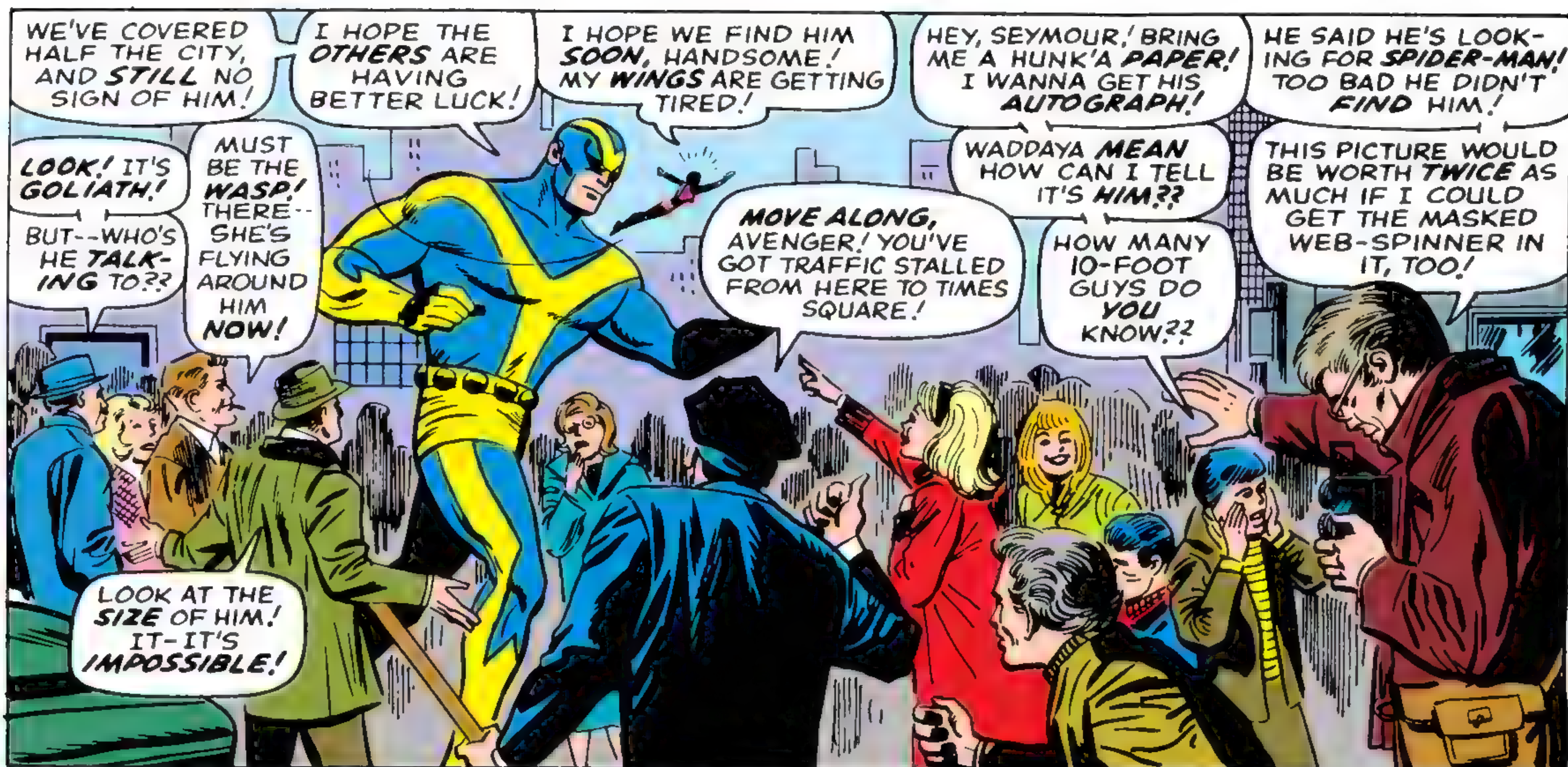
**RORRRRRR**

SINCE **THOR** AND I ARE UNABLE TO DEVOTE FULL TIME TO THE AVENGERS, **SPIDER-MAN** COULD BE JUST WHAT THEY NEED!

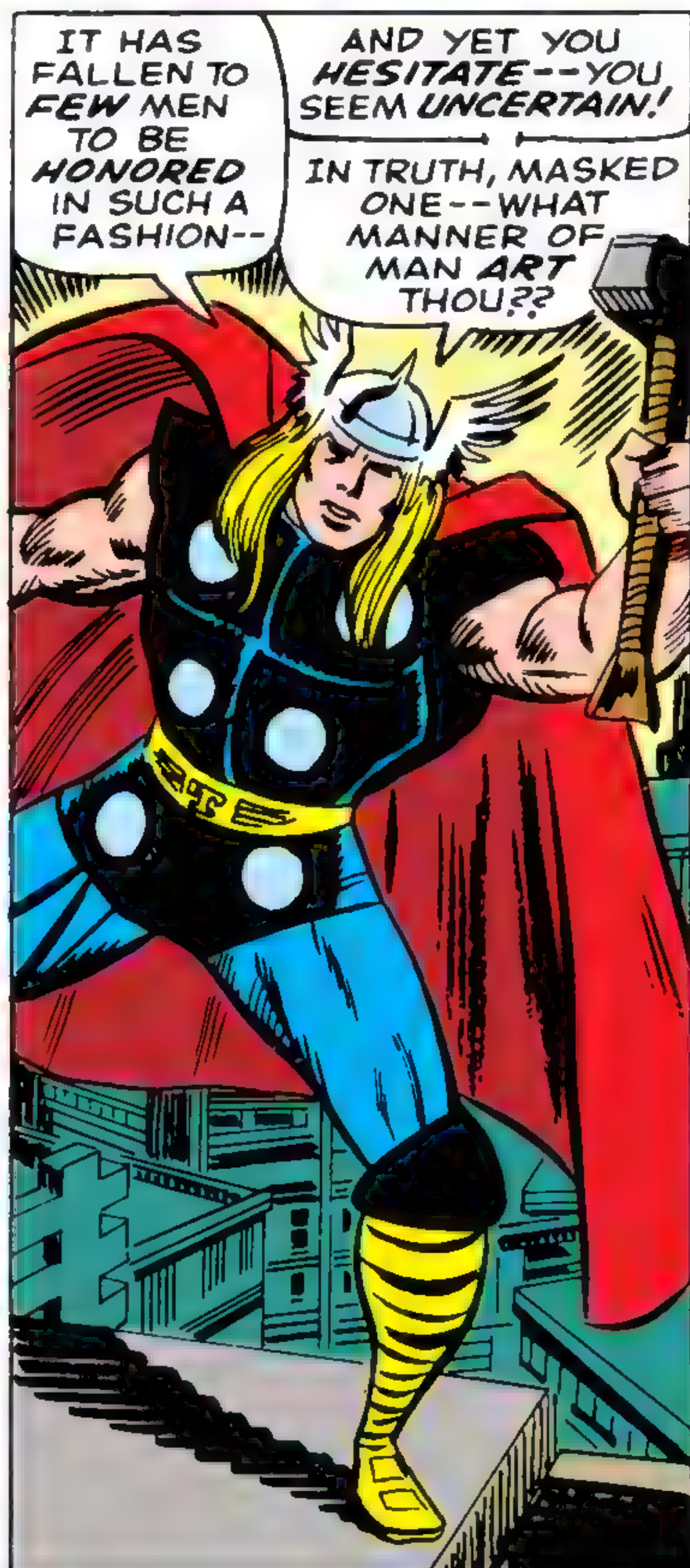
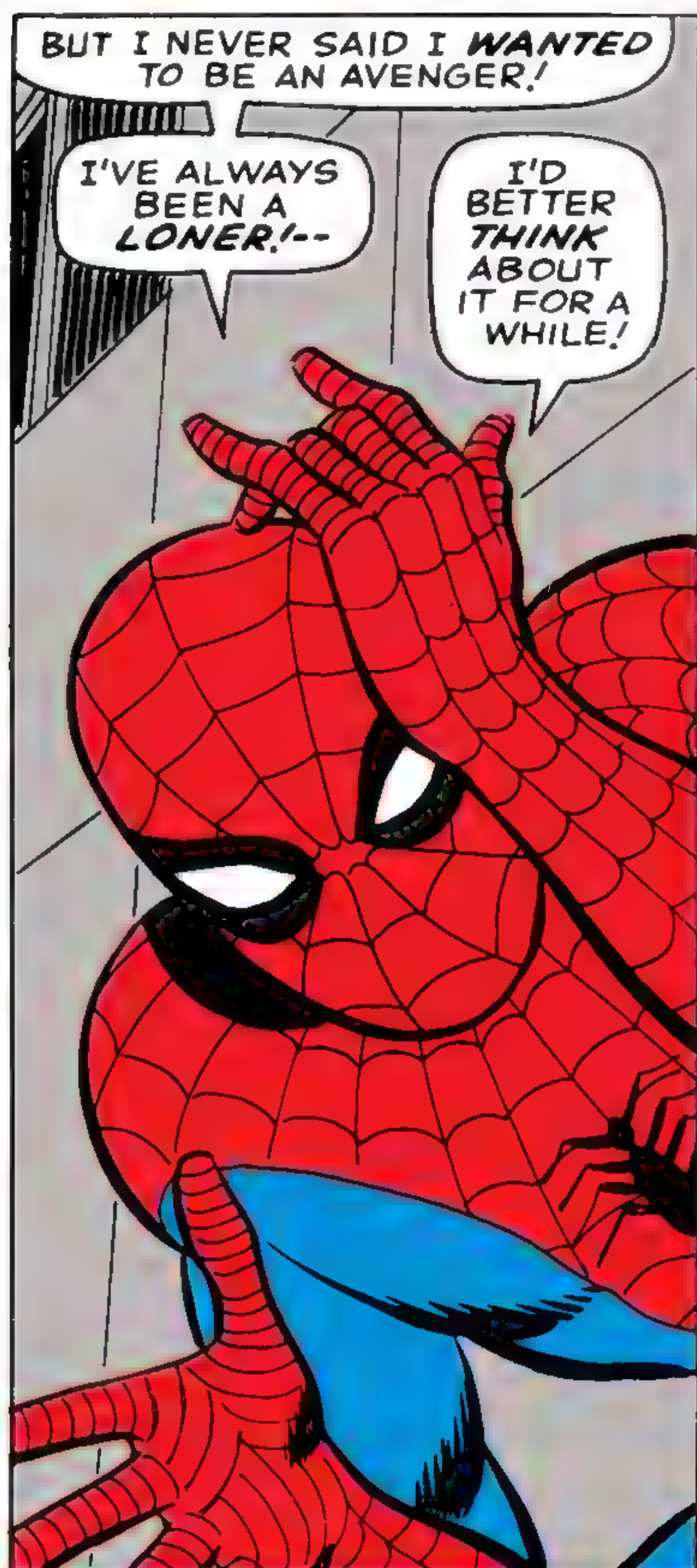
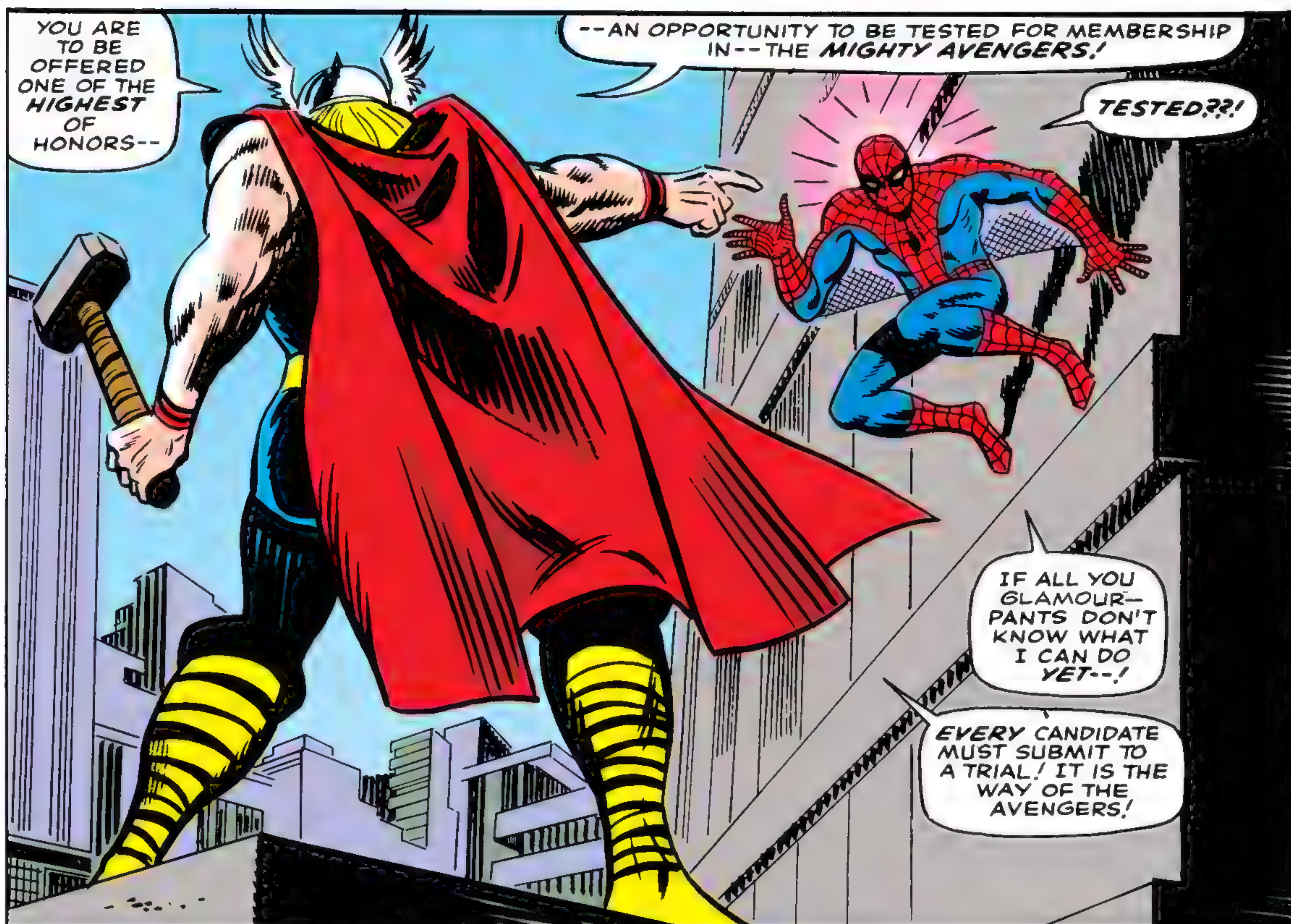
BUT THERE'S NO TELLING **WHAT** HIS ANSWER WILL BE--**IF** WE MANAGE TO **FIND** HIM!

4

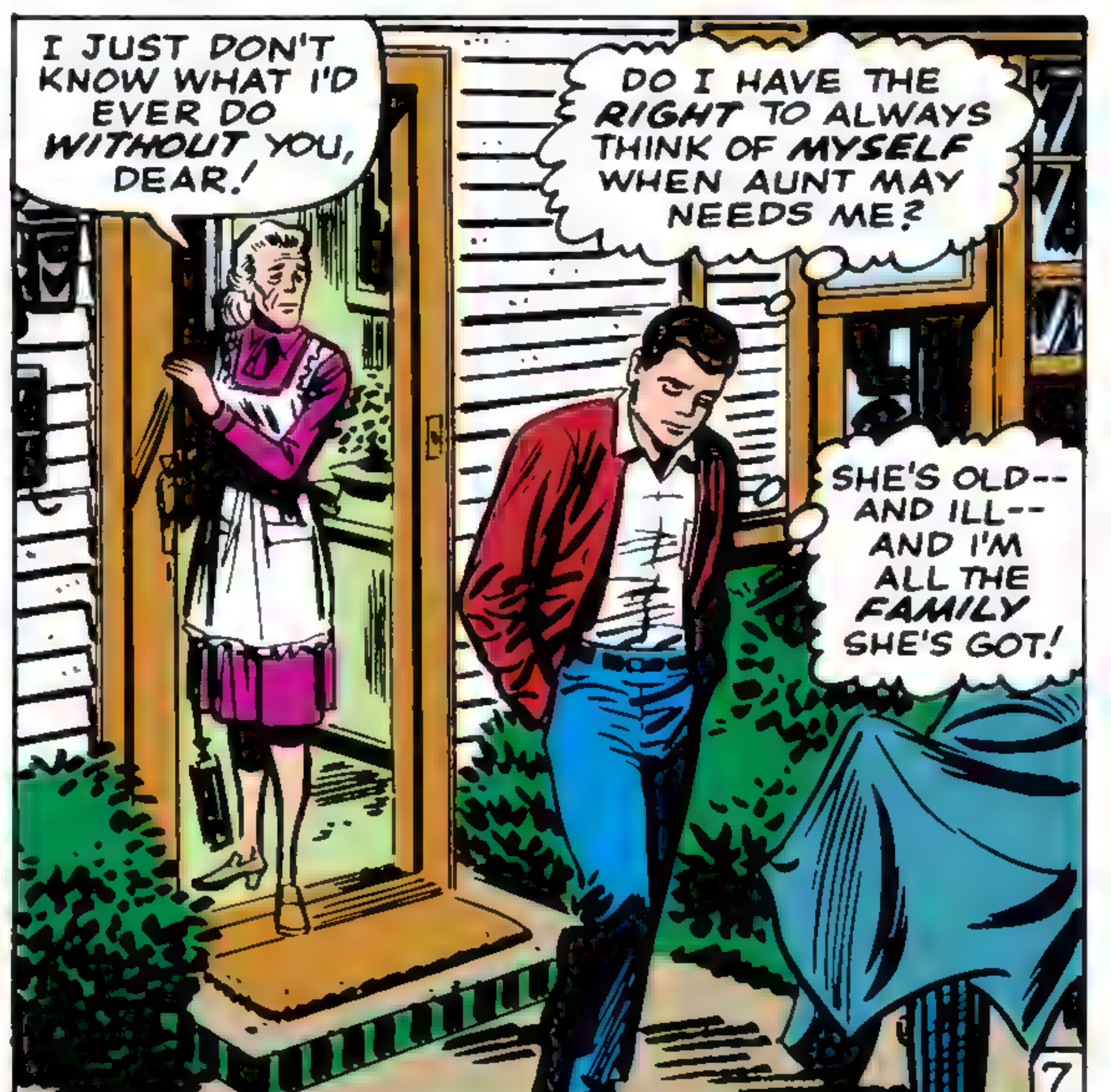
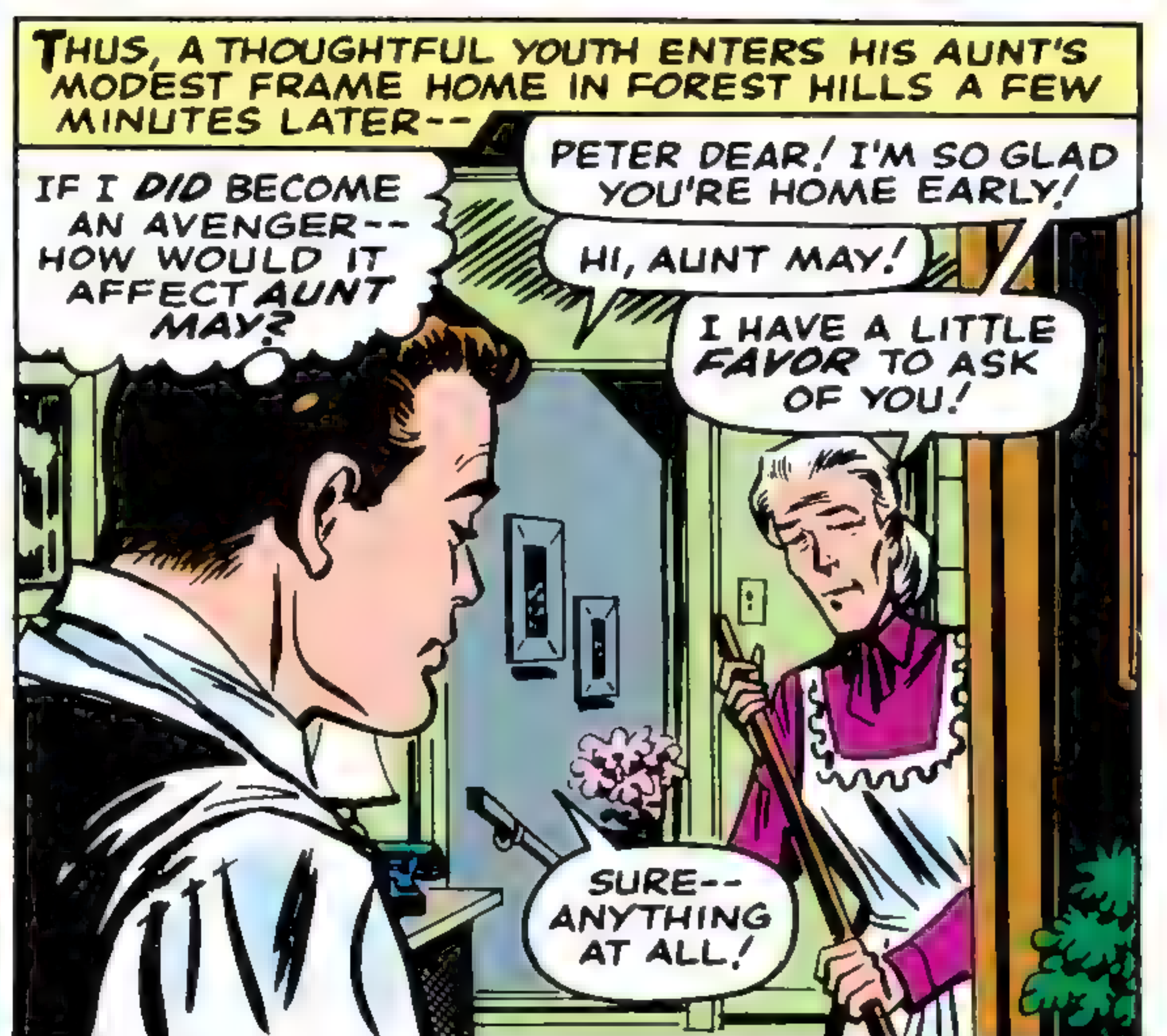
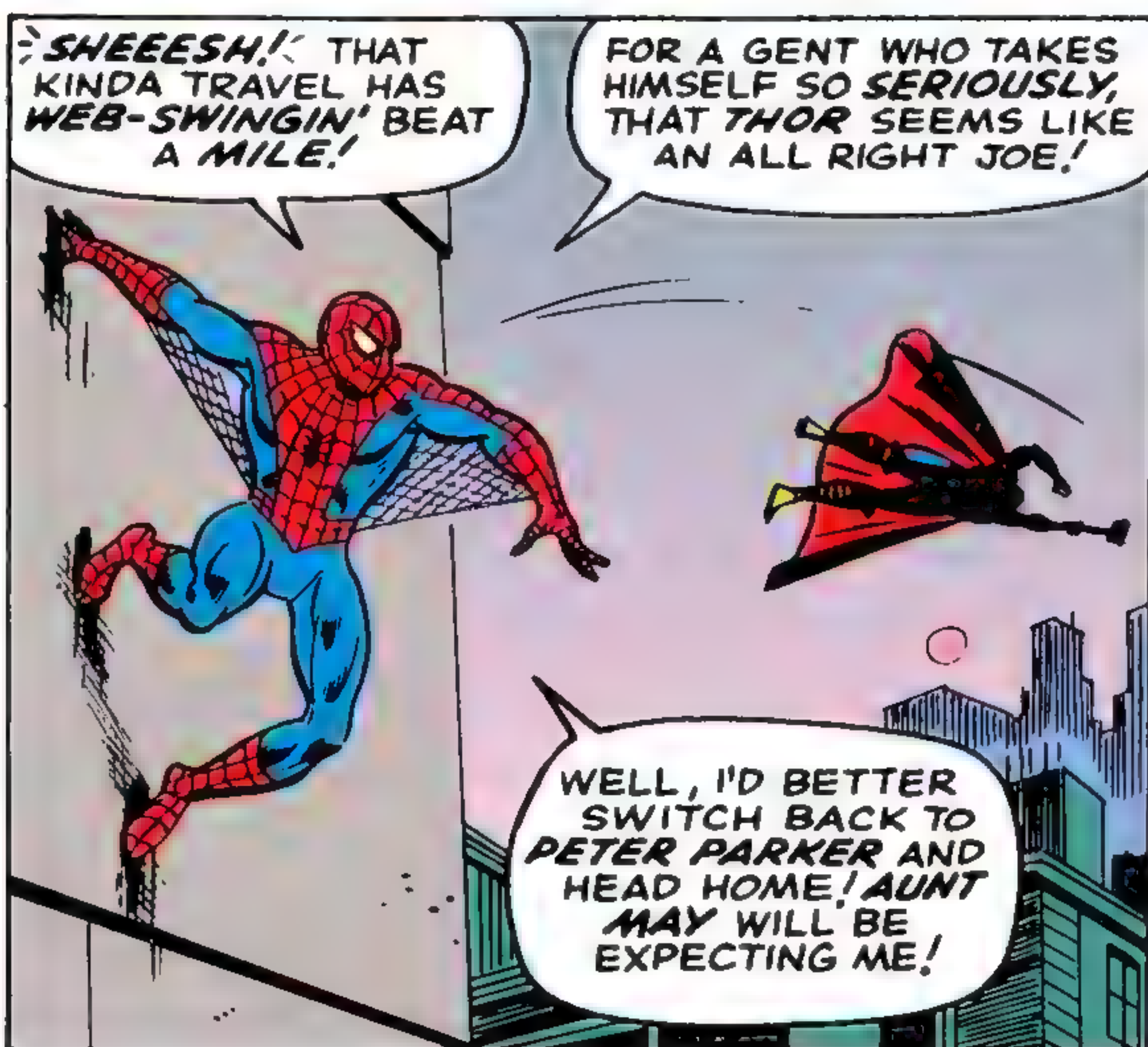
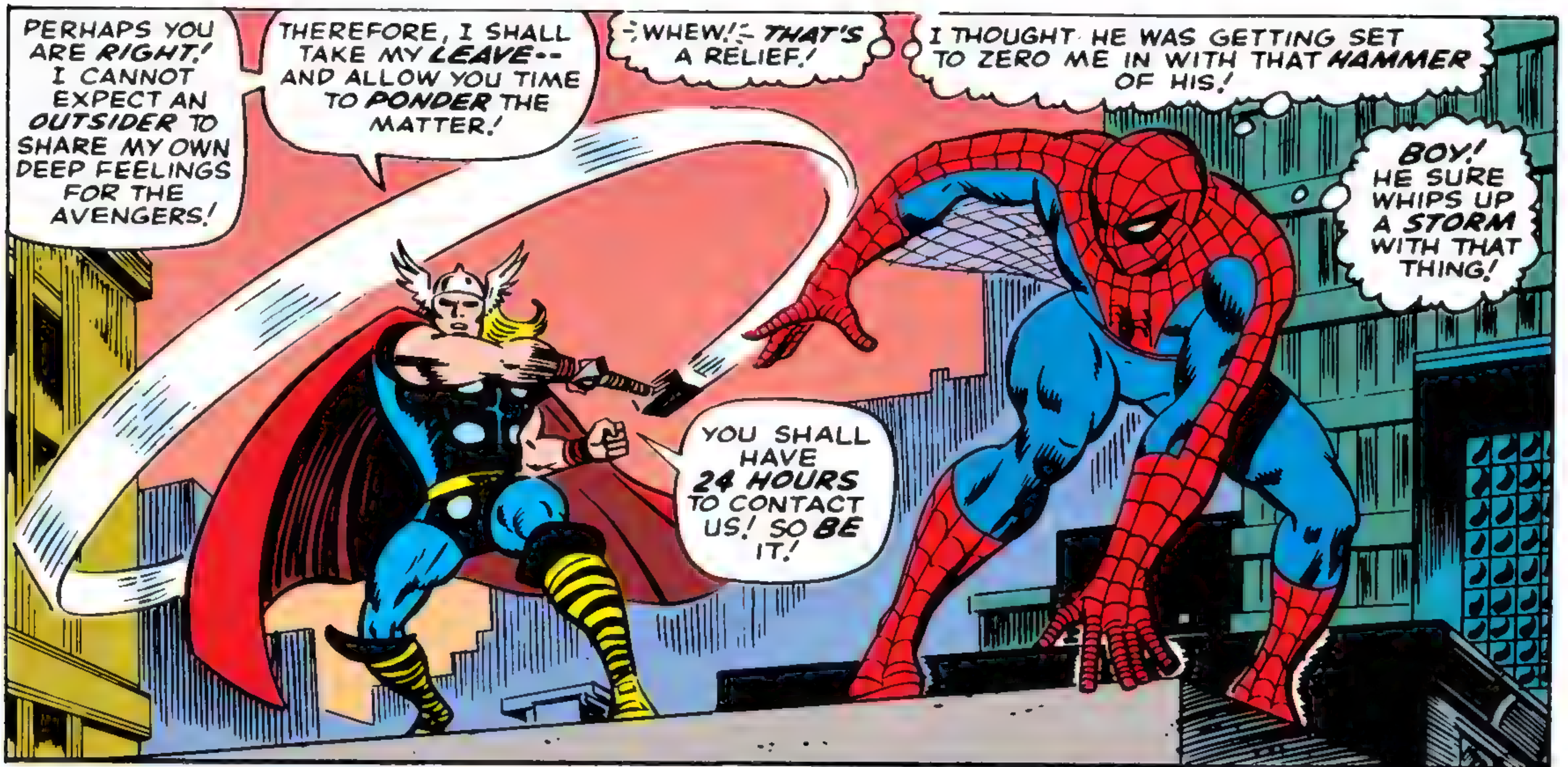




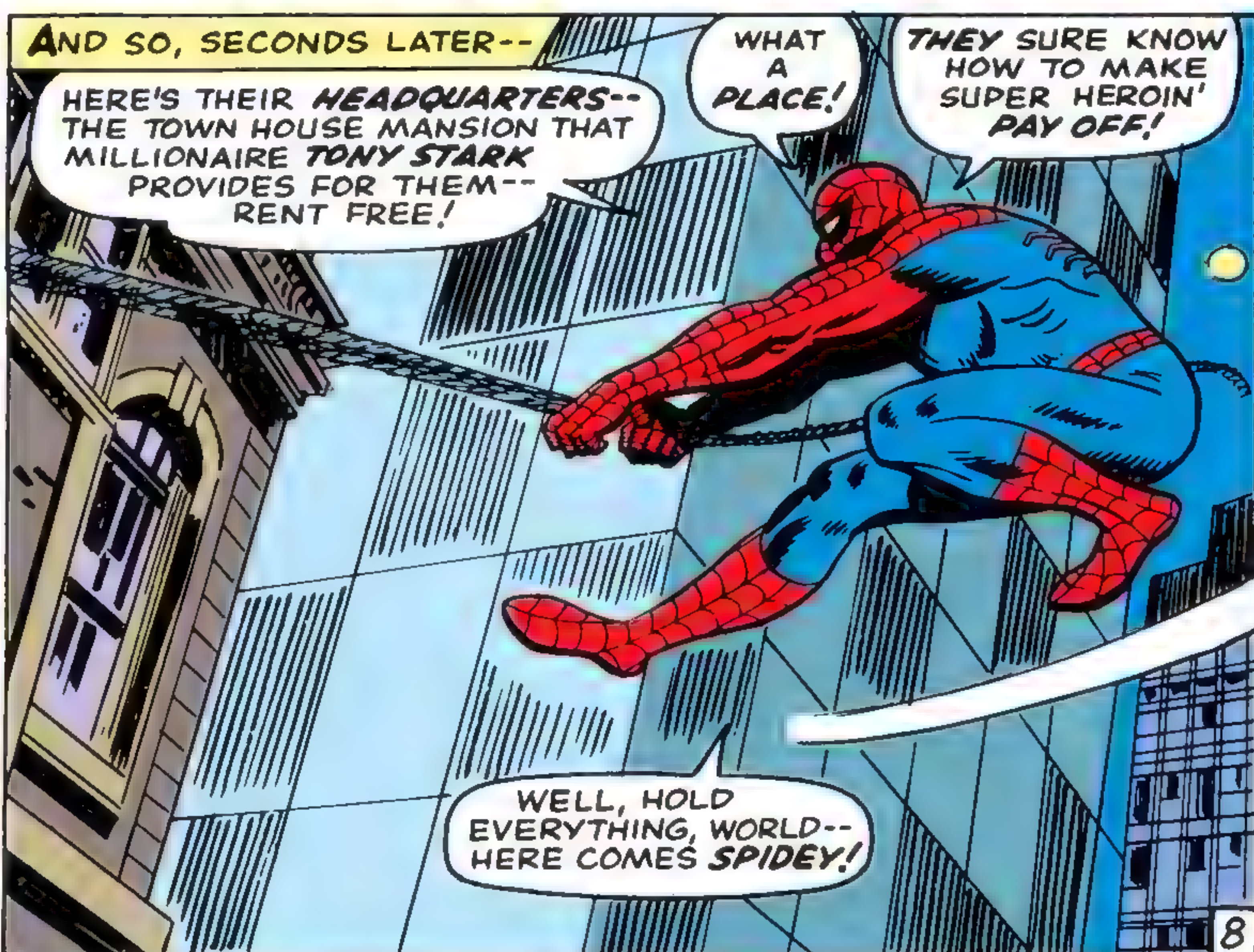
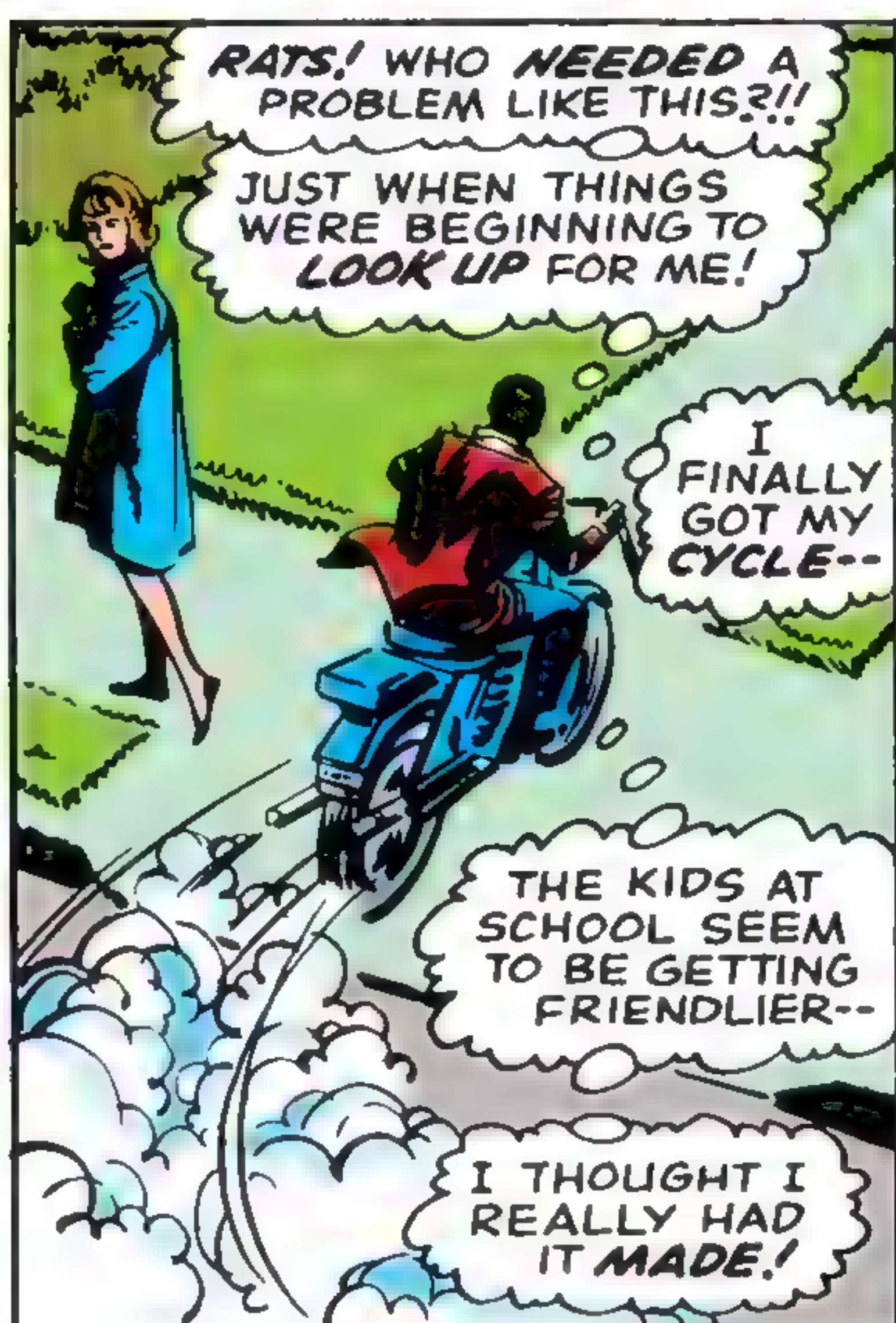
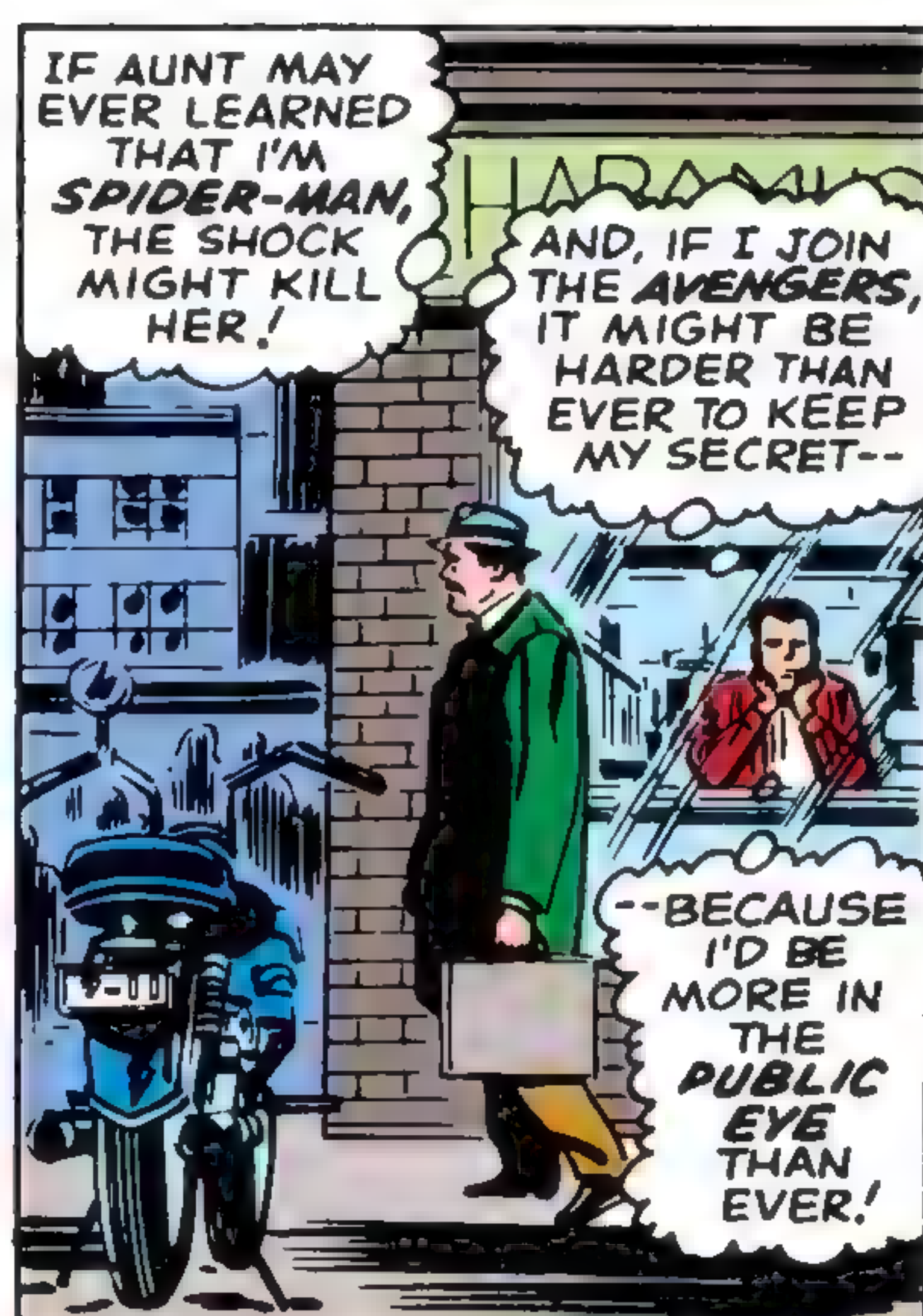
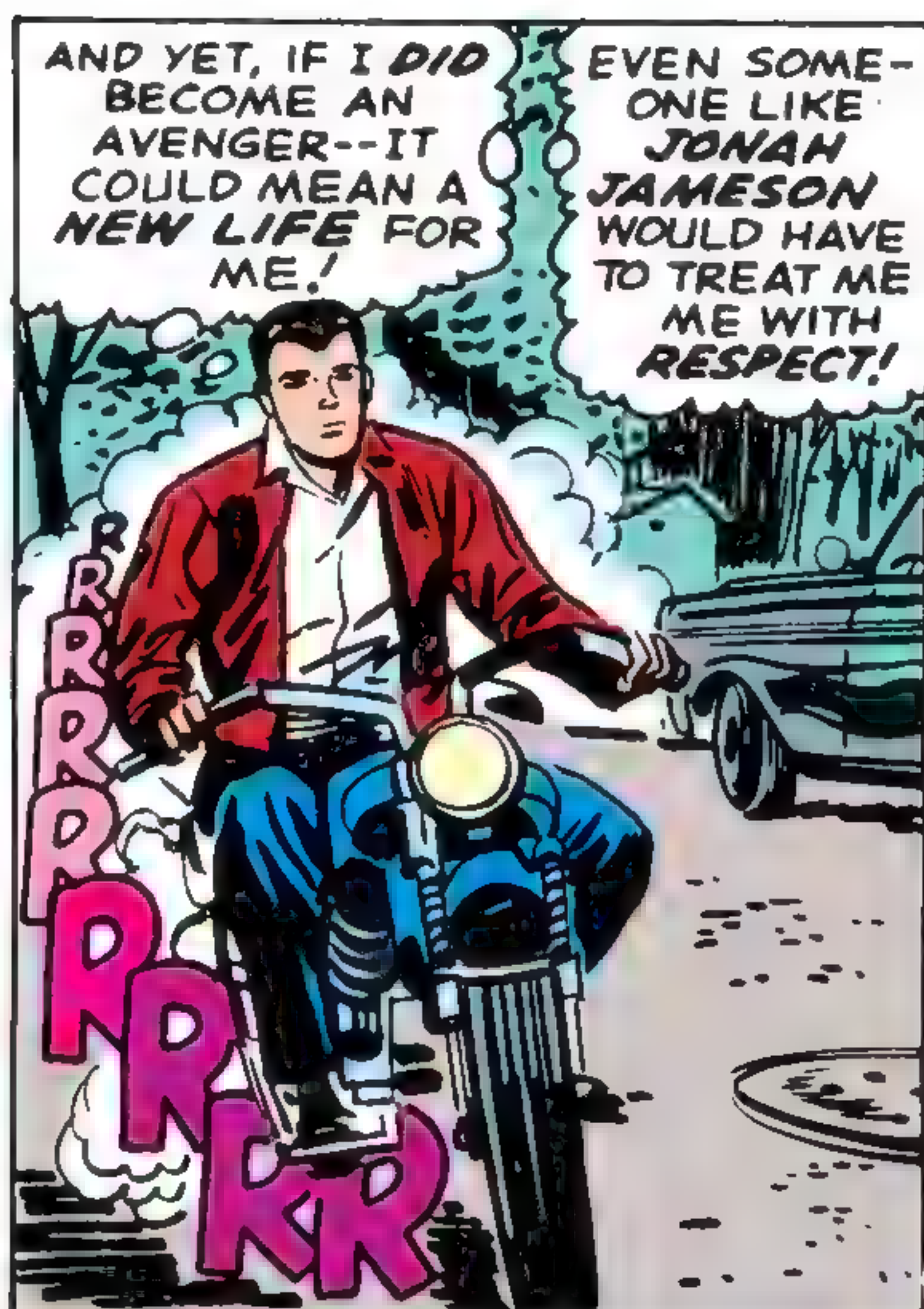














AND THEN--A SCENE THAT SHALL LIVE FOREVER IN THE HEARTS AND MEMORIES OF SPIDOPHILES EVERYWHERE! THE FIRST OFFICIAL MEETING OF THE MIGHTY AVENGERS--AND YOUR FRIENDLY NEIGHBORHOOD WEB-SPINNER--!

WELCOME, SPIDER-MAN! AS ACTING CHAIRMAN, PRO TEM, FOR THIS MONTHLY SESSION, I GREET YOU IN THE NAME OF THE ASSEMBLED AVENGERS!

NEEDLESS TO SAY, I'M GOLIATH! I WANT TO WISH YOU LUCK ON YOUR TRYOUT WITH US, FELLA--PERSONALLY, I HOPE YOU MAKE IT!

QUICKSILVER AND THE SCARLET WITCH COULDN'T BE WITH US TODAY, BUT THAT WON'T AFFECT OUR DECISION--

EVEN WITHOUT THEM WE HAVE A QUORUM, WHICH IS ALL WE NEED FOR OFFICIAL ACTIONS!

AND NOW, I'D LIKE TO INTRODUCE YOU TO THE OTHERS OF OUR TEAM!

AND I'M SURE THE WASP ECHOES MY SENTIMENTS!

DON'T LAY IT ON TOO THICK, BLUE EYES! SPIDER-MAN WILL NEVER BE MY FAVORITE PERSON-- BUT I'LL RESERVE JUDGEMENT TILL LATER!

IF HE CAN'T RECOGNIZE US BY SIGHT, CAP--THEN HE'S NOT THE MAN WE'RE LOOKING FOR!

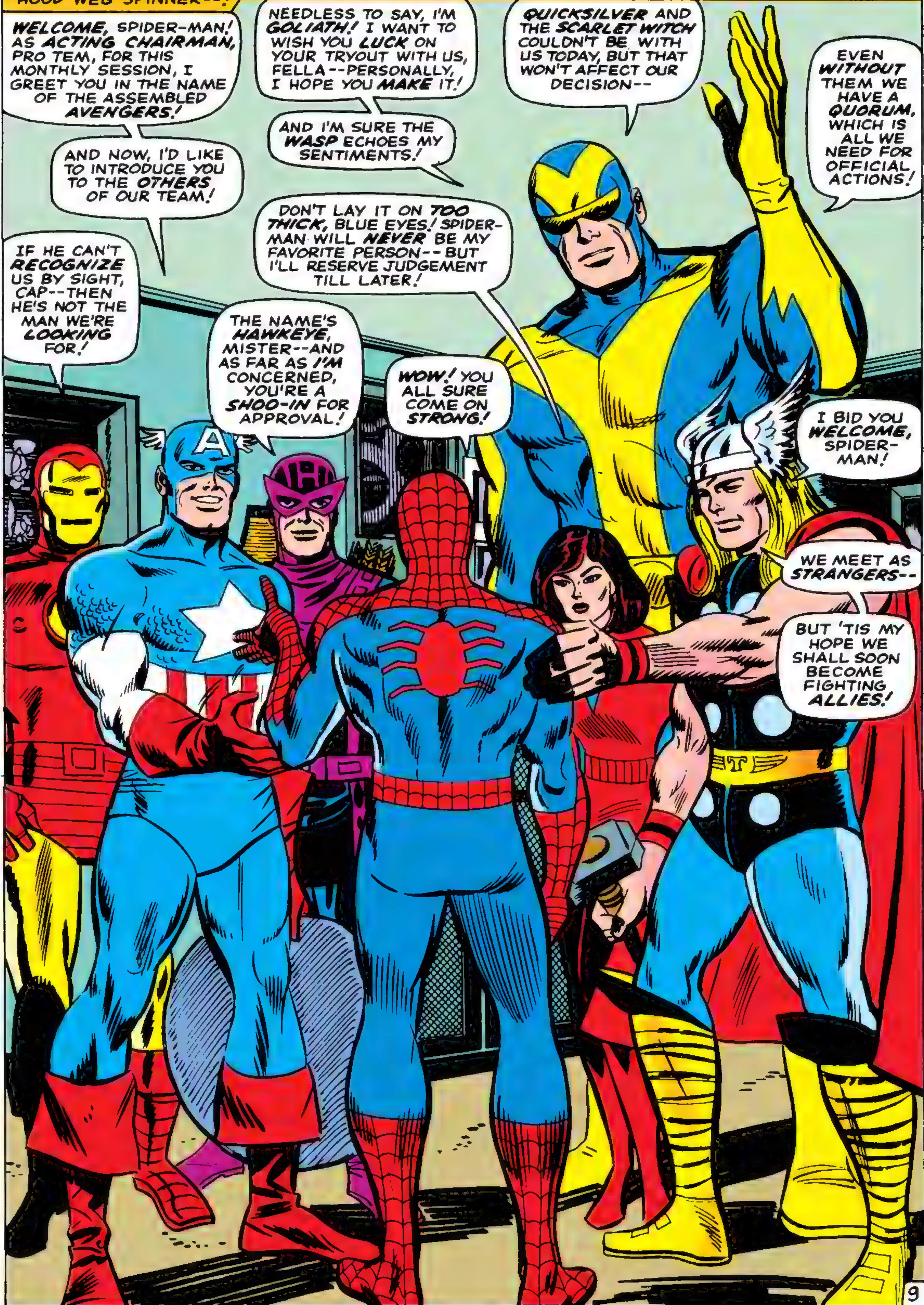
THE NAME'S HAWKEYE, MISTER--AND AS FAR AS I'M CONCERNED, YOU'RE A SHOO-IN FOR APPROVAL!

WOW! YOU ALL SURE COME ON STRONG!

I BID YOU WELCOME, SPIDER-MAN!

WE MEET AS STRANGERS--

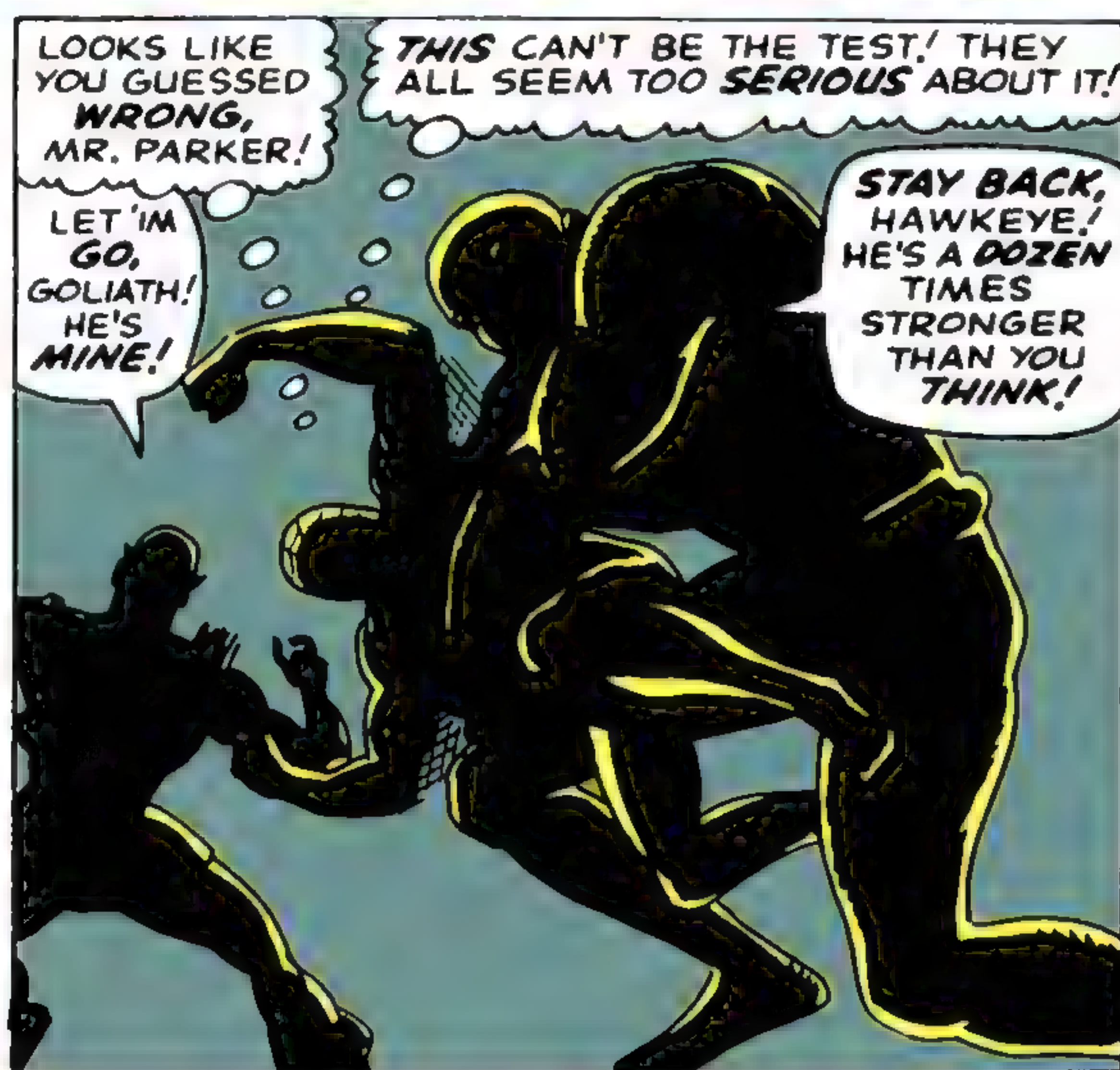
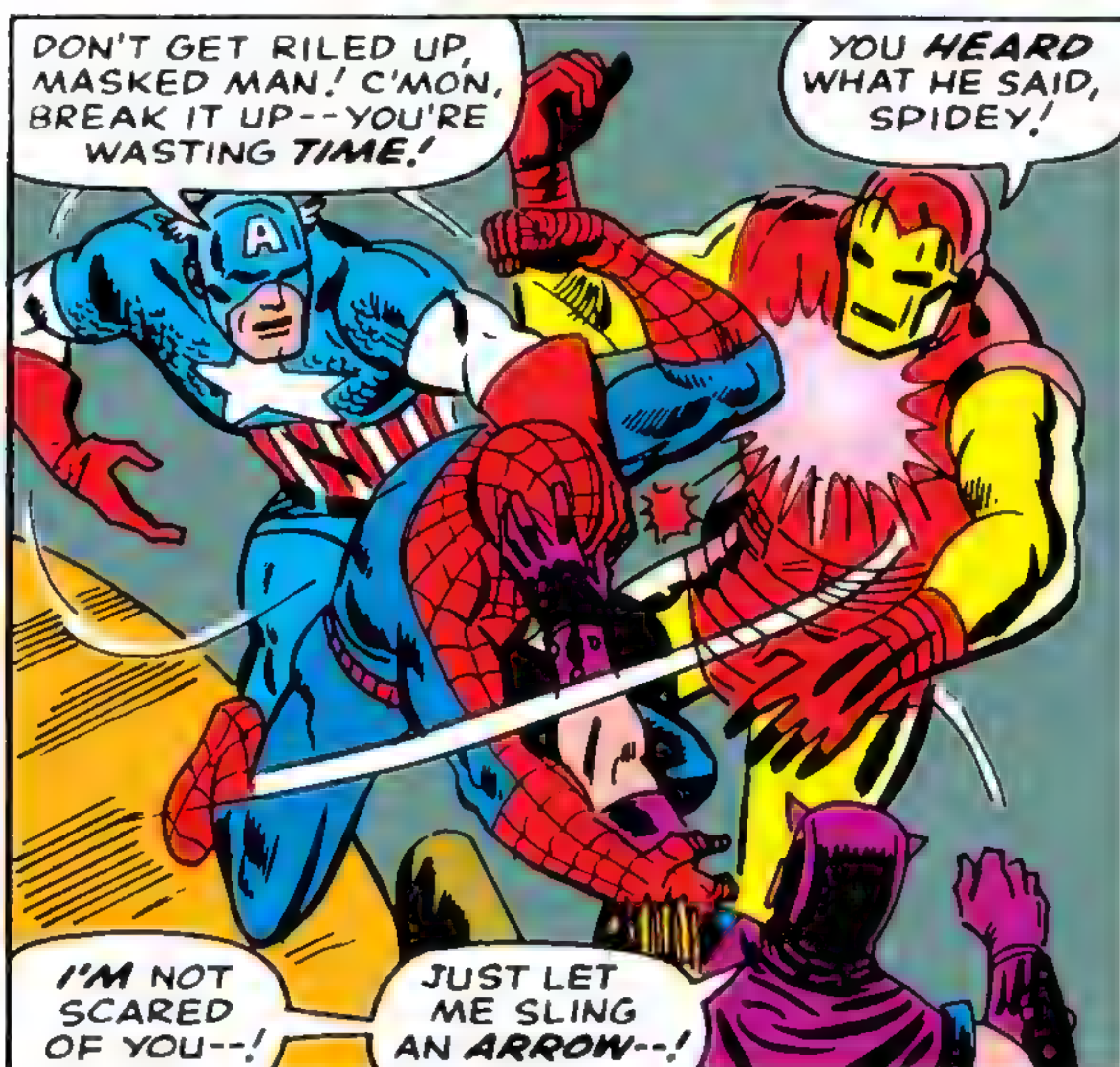
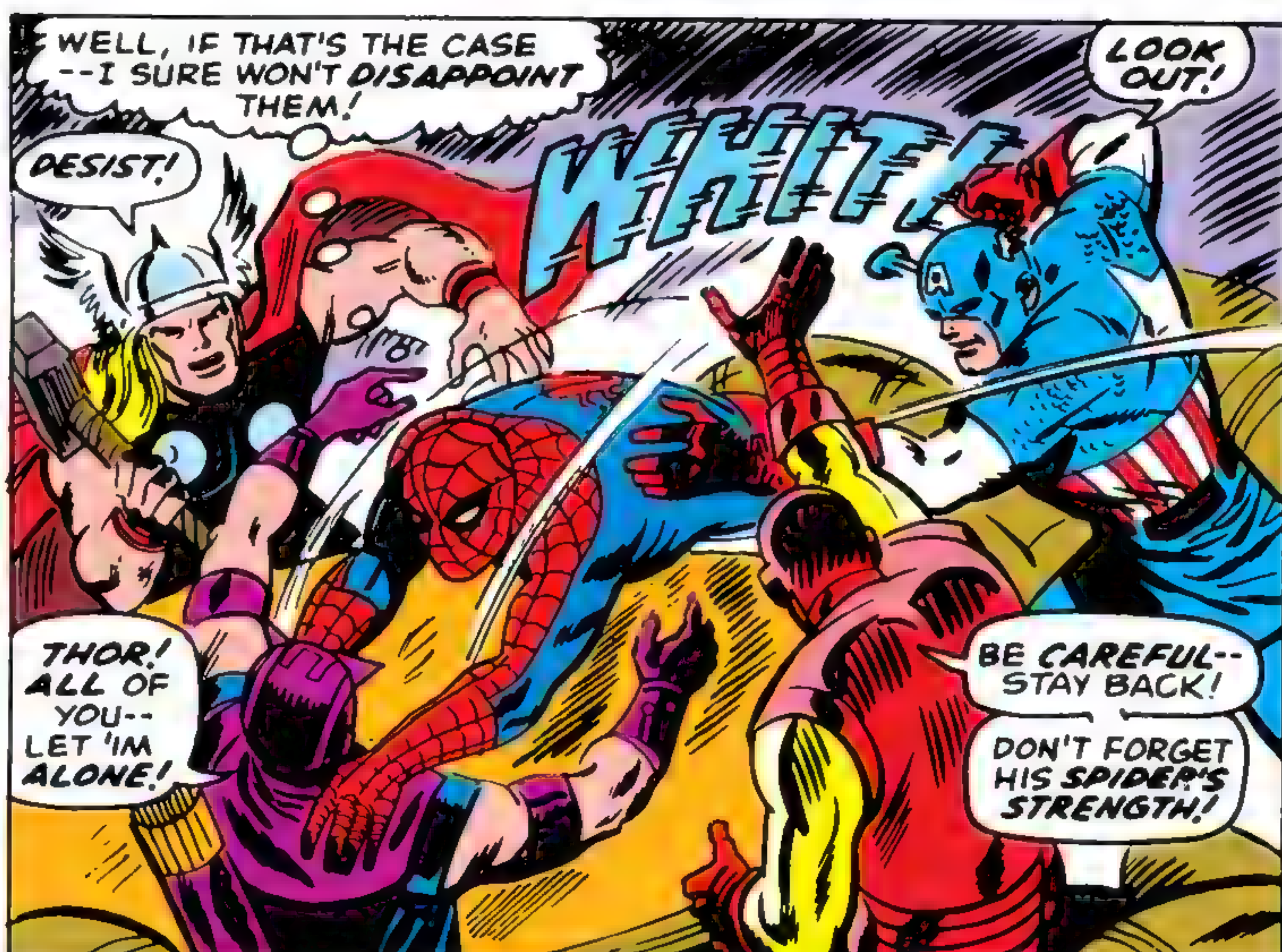
BUT 'TIS MY HOPE WE SHALL SOON BECOME FIGHTING ALLIES!







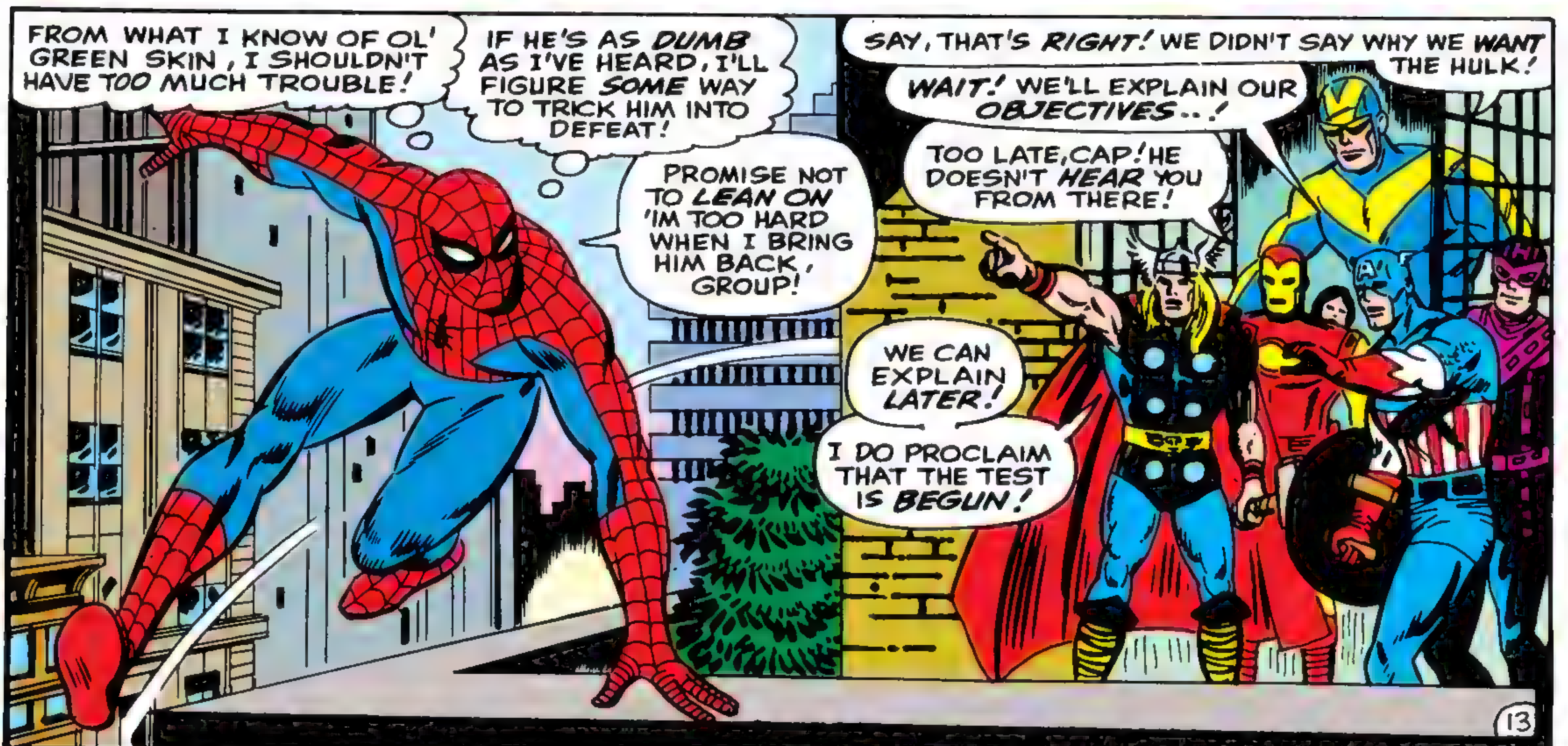




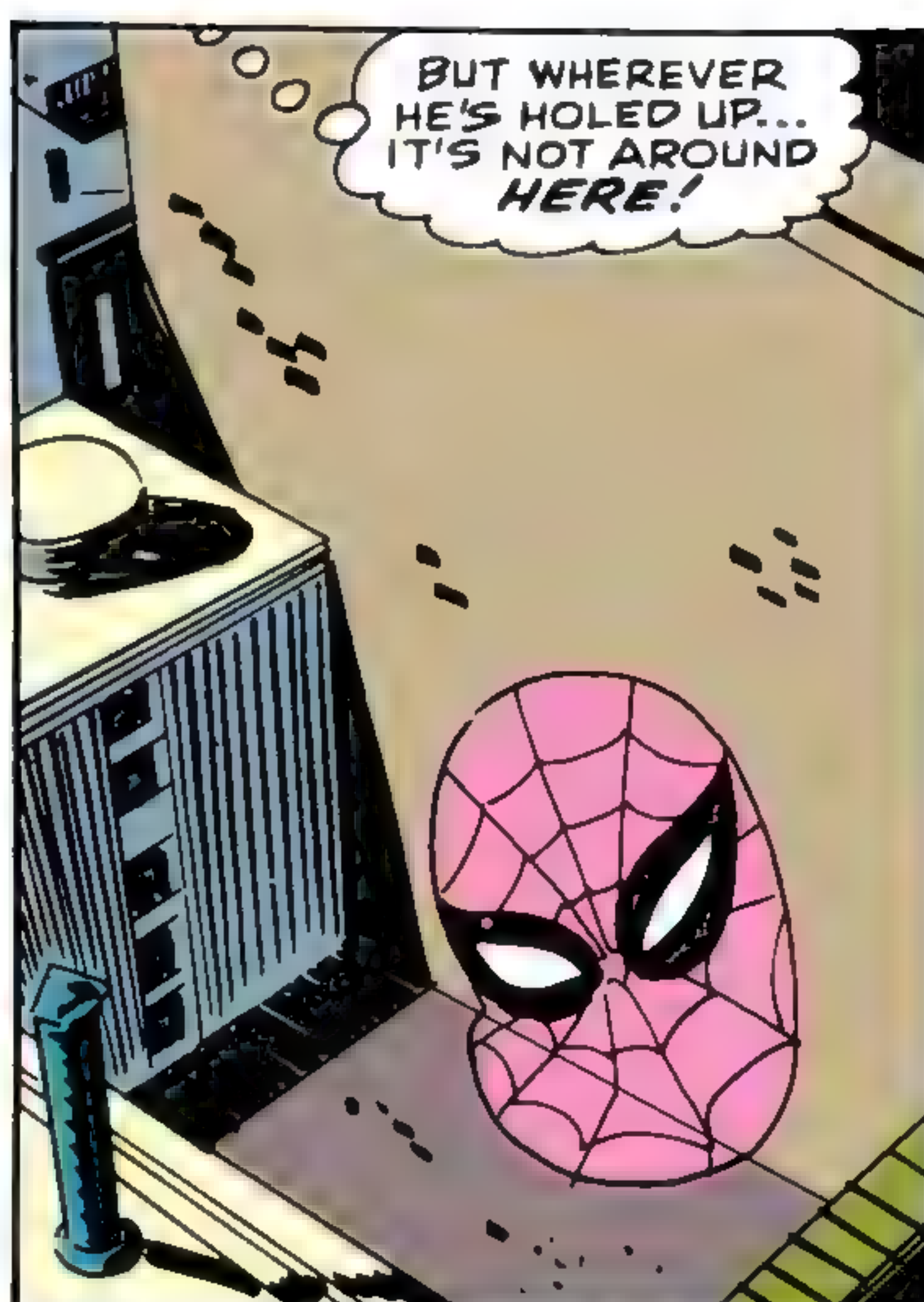




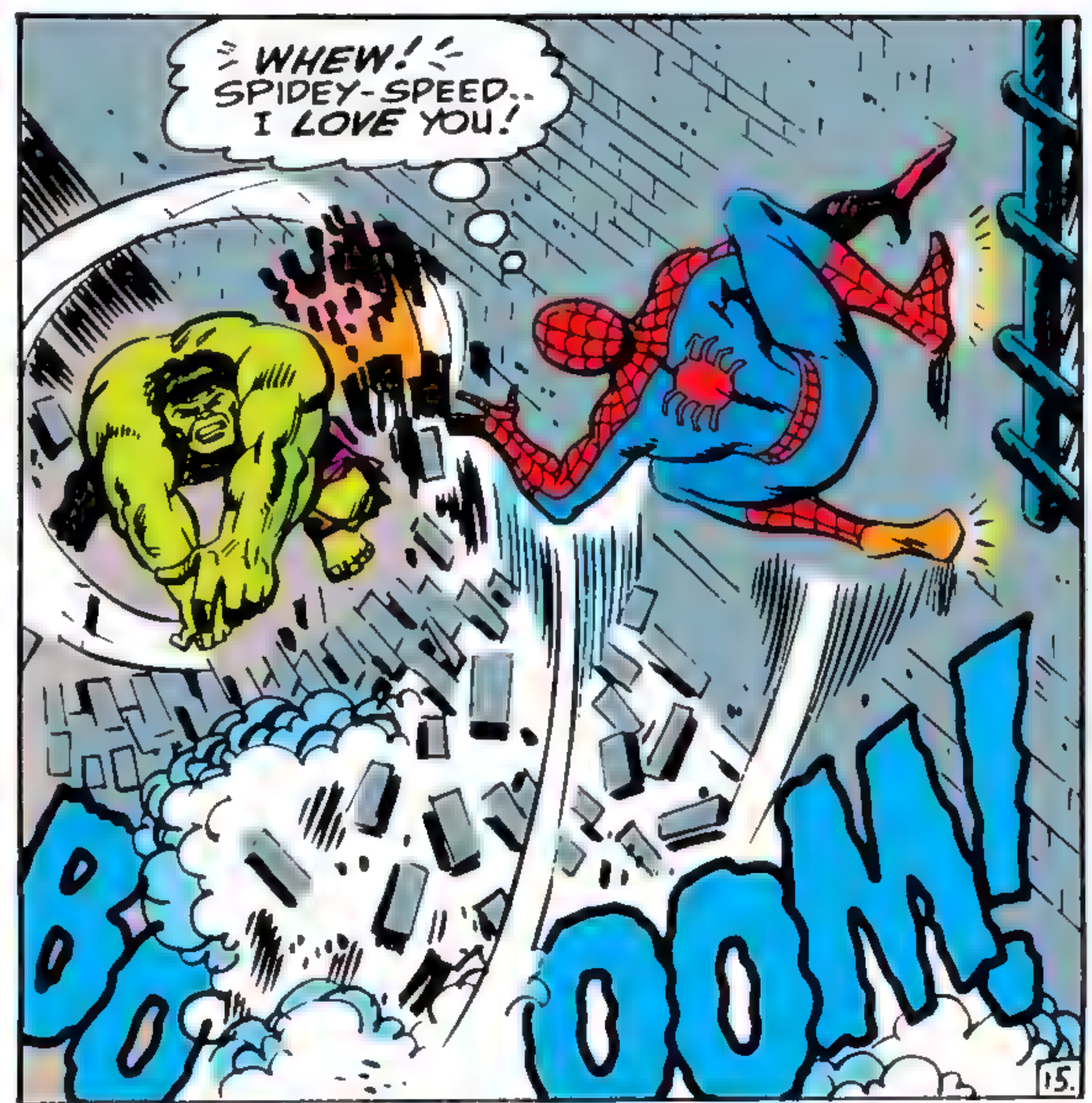
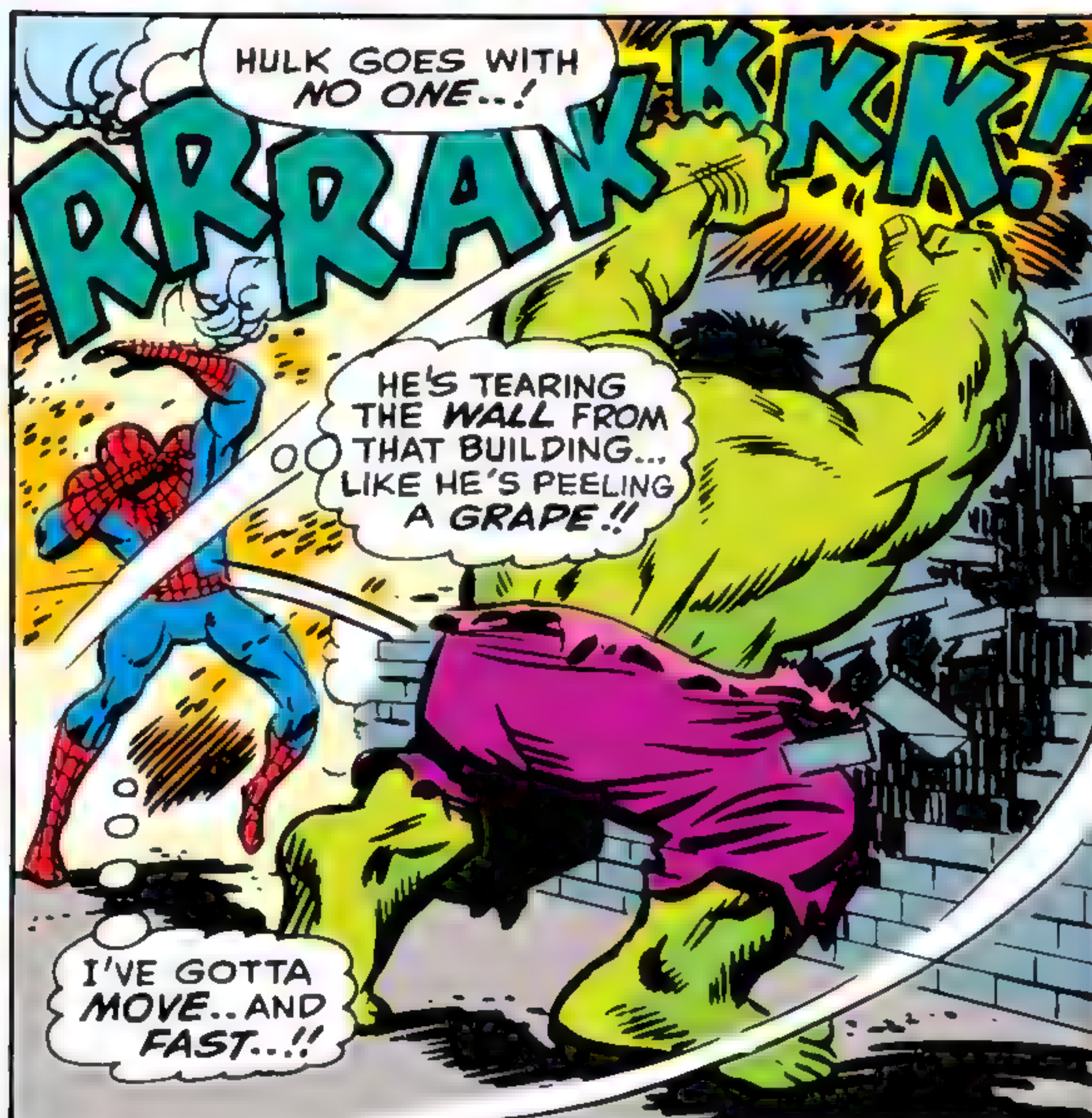
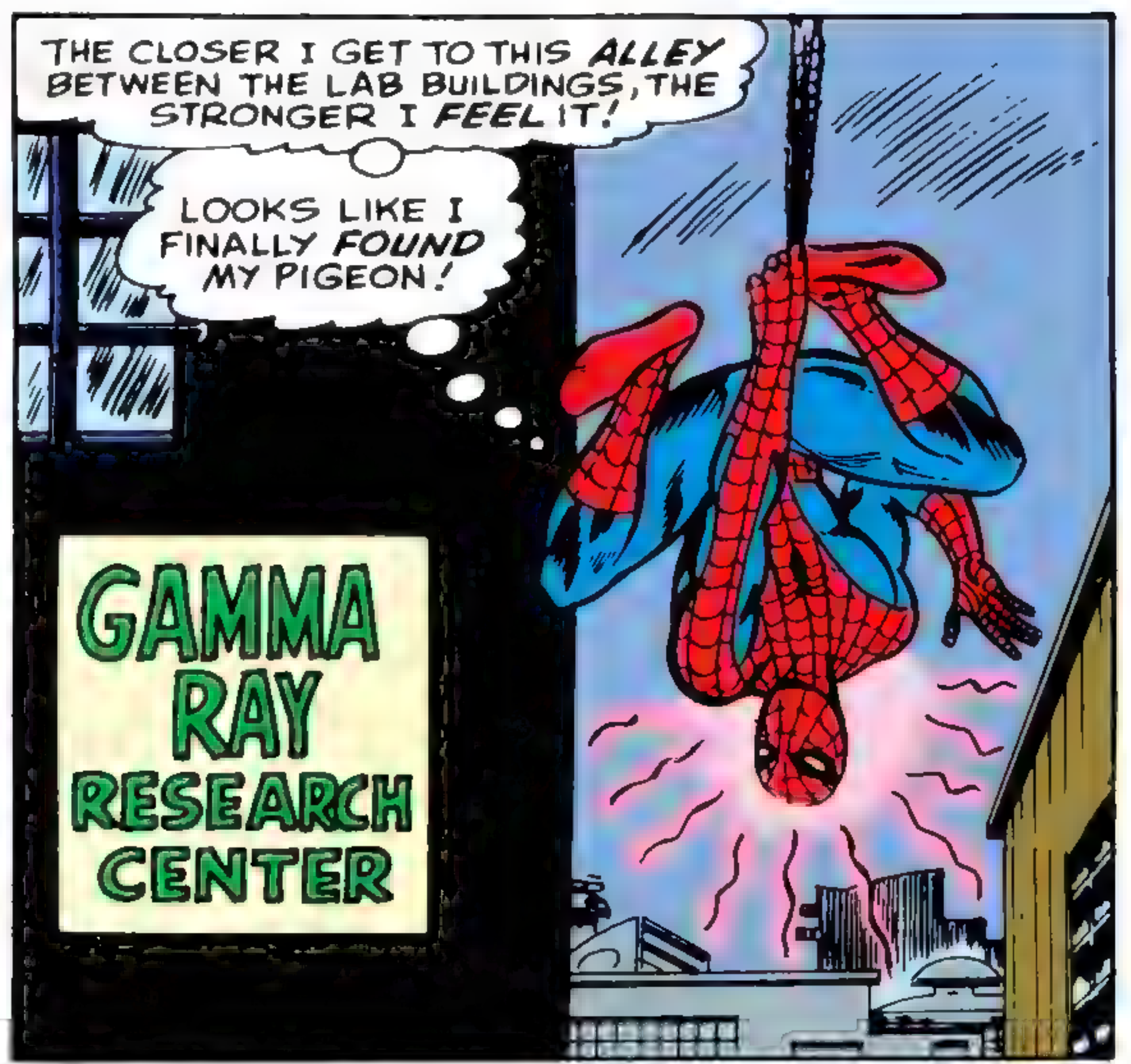
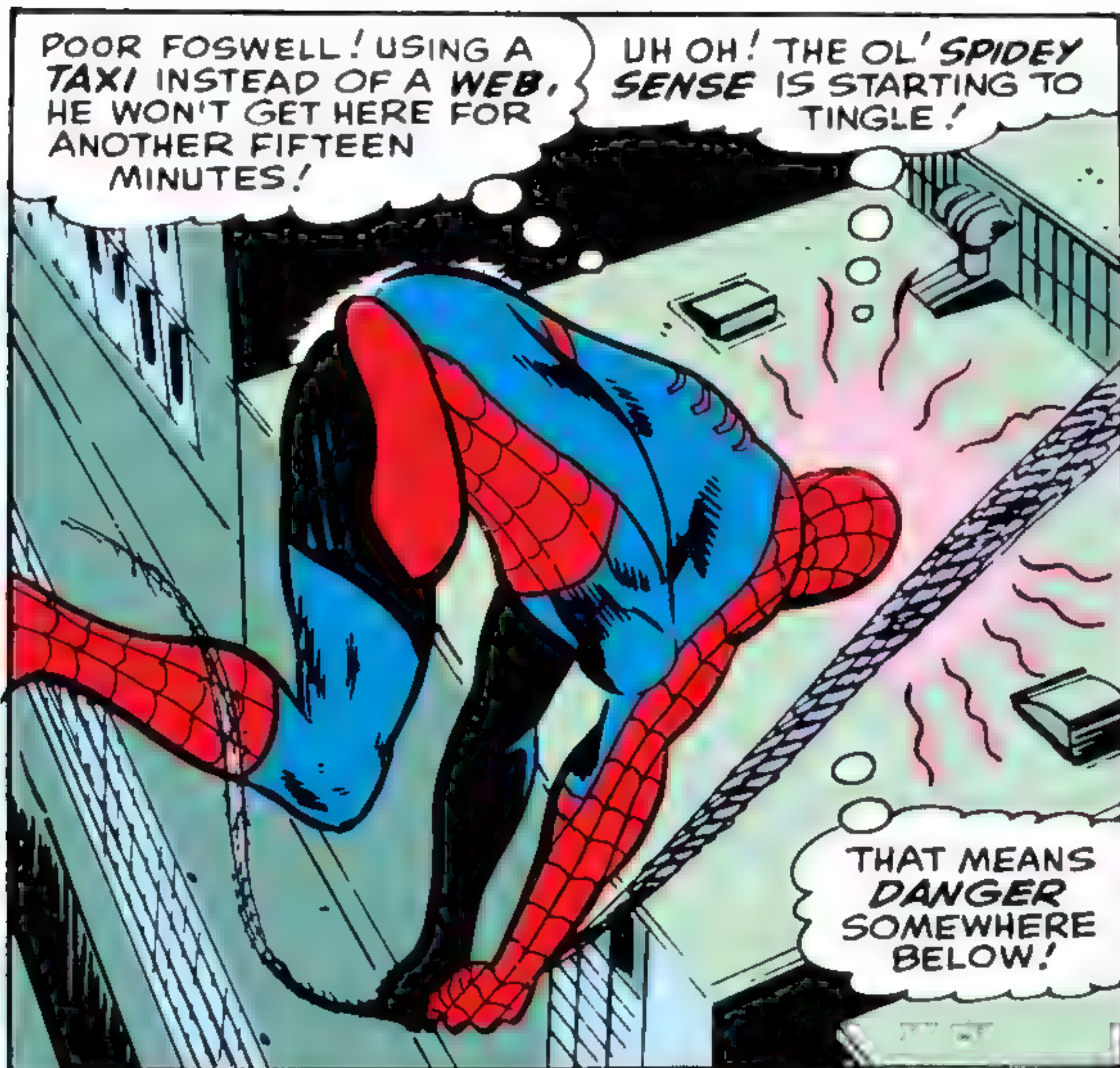




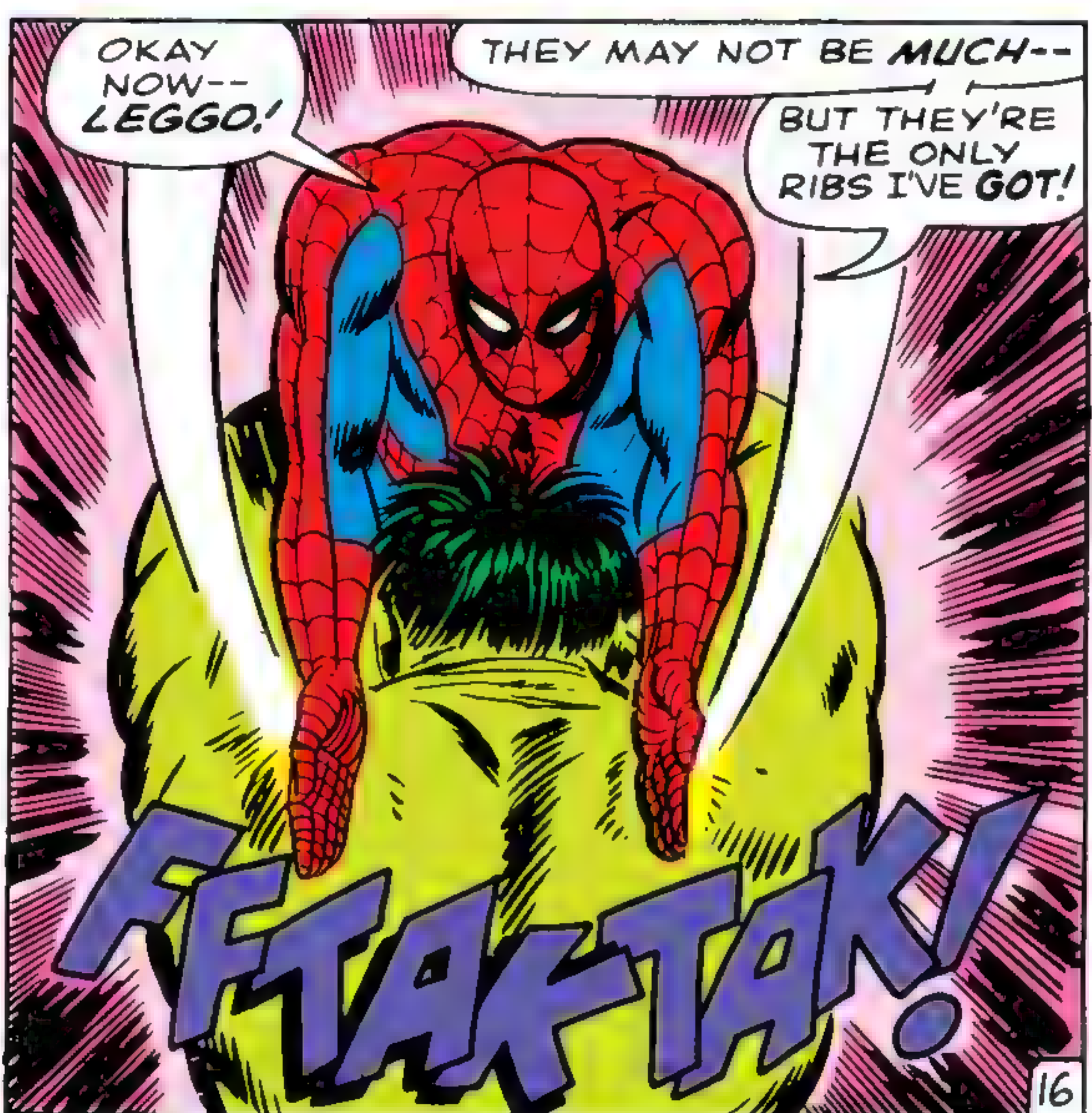
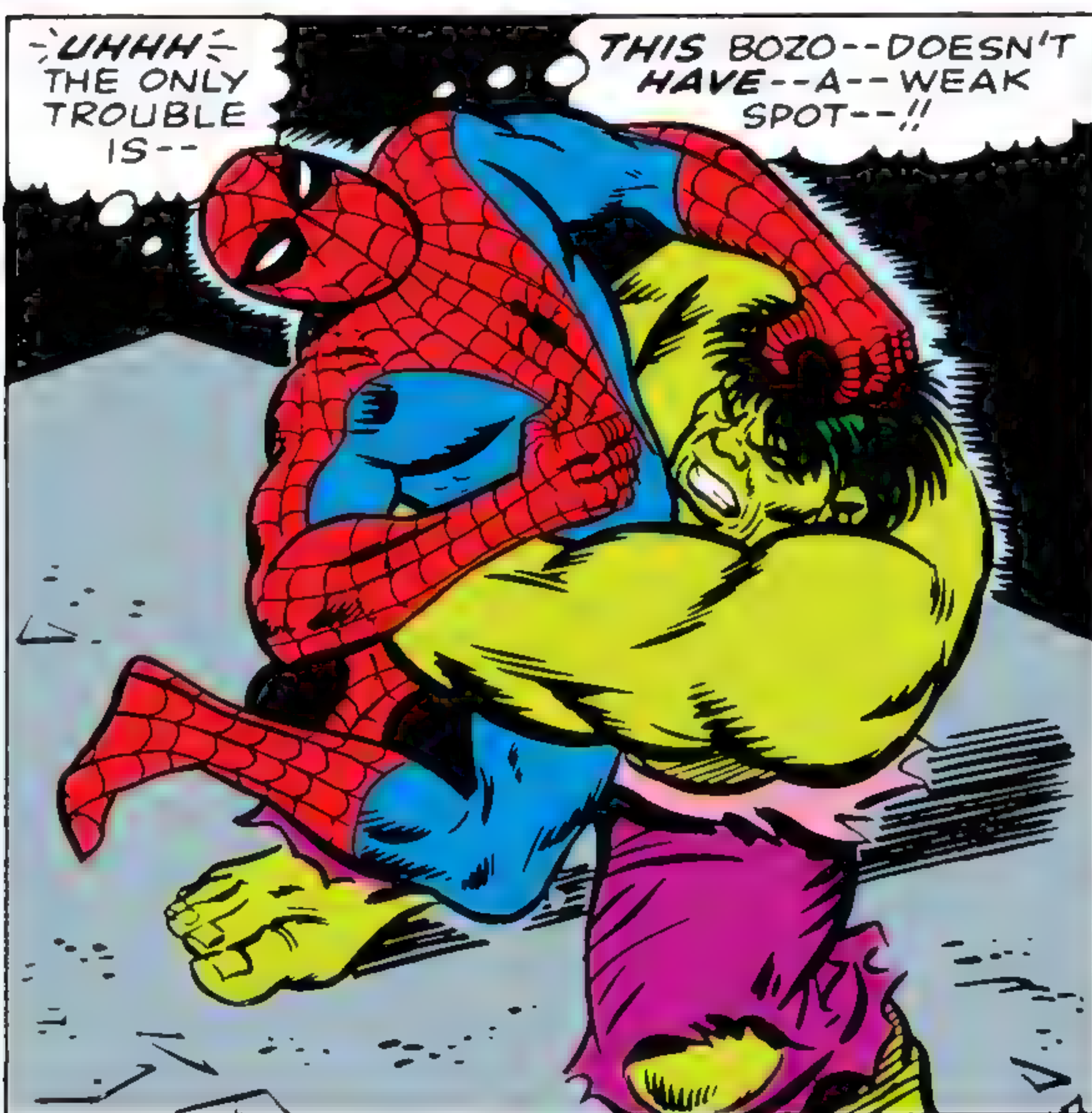
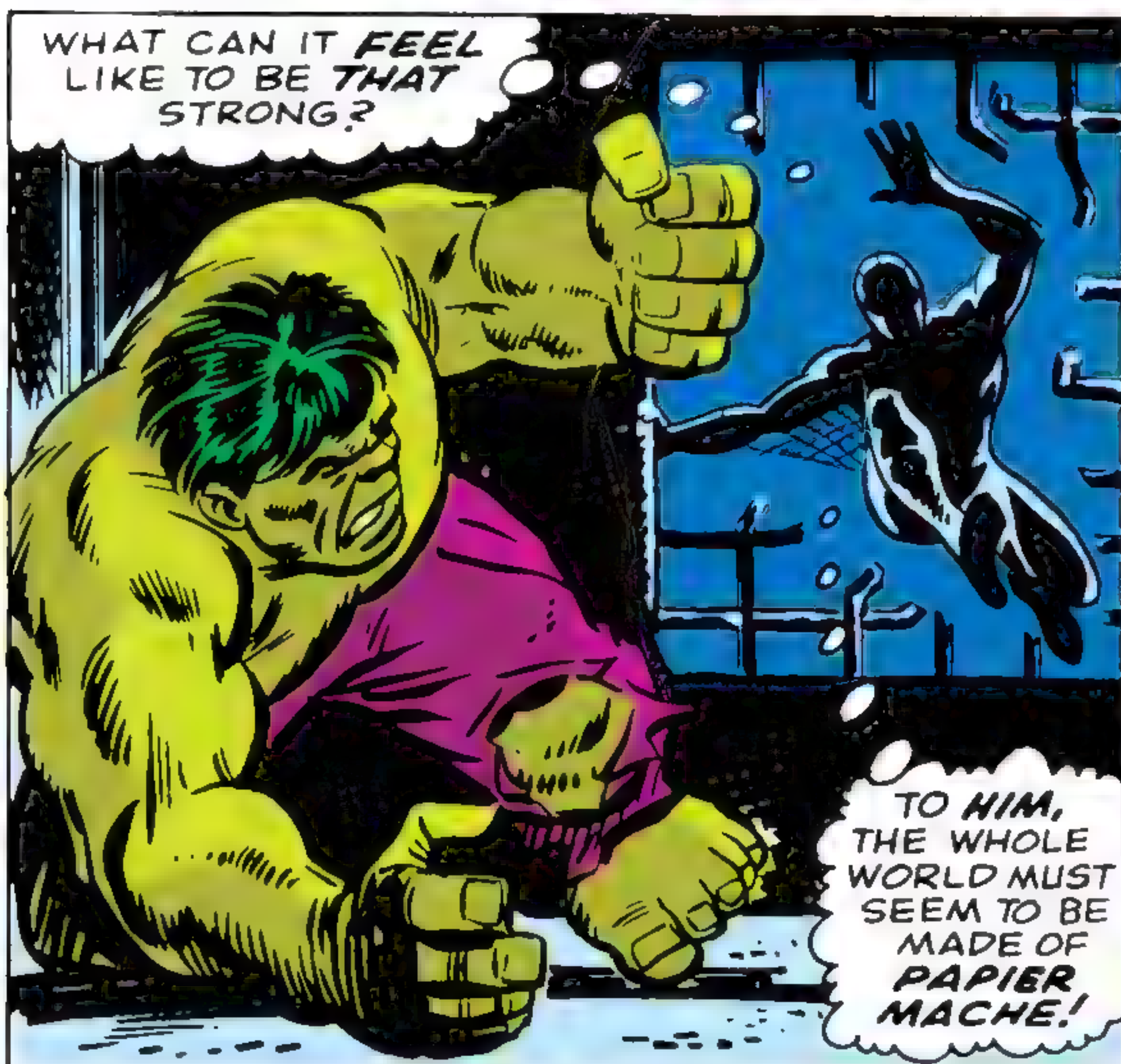




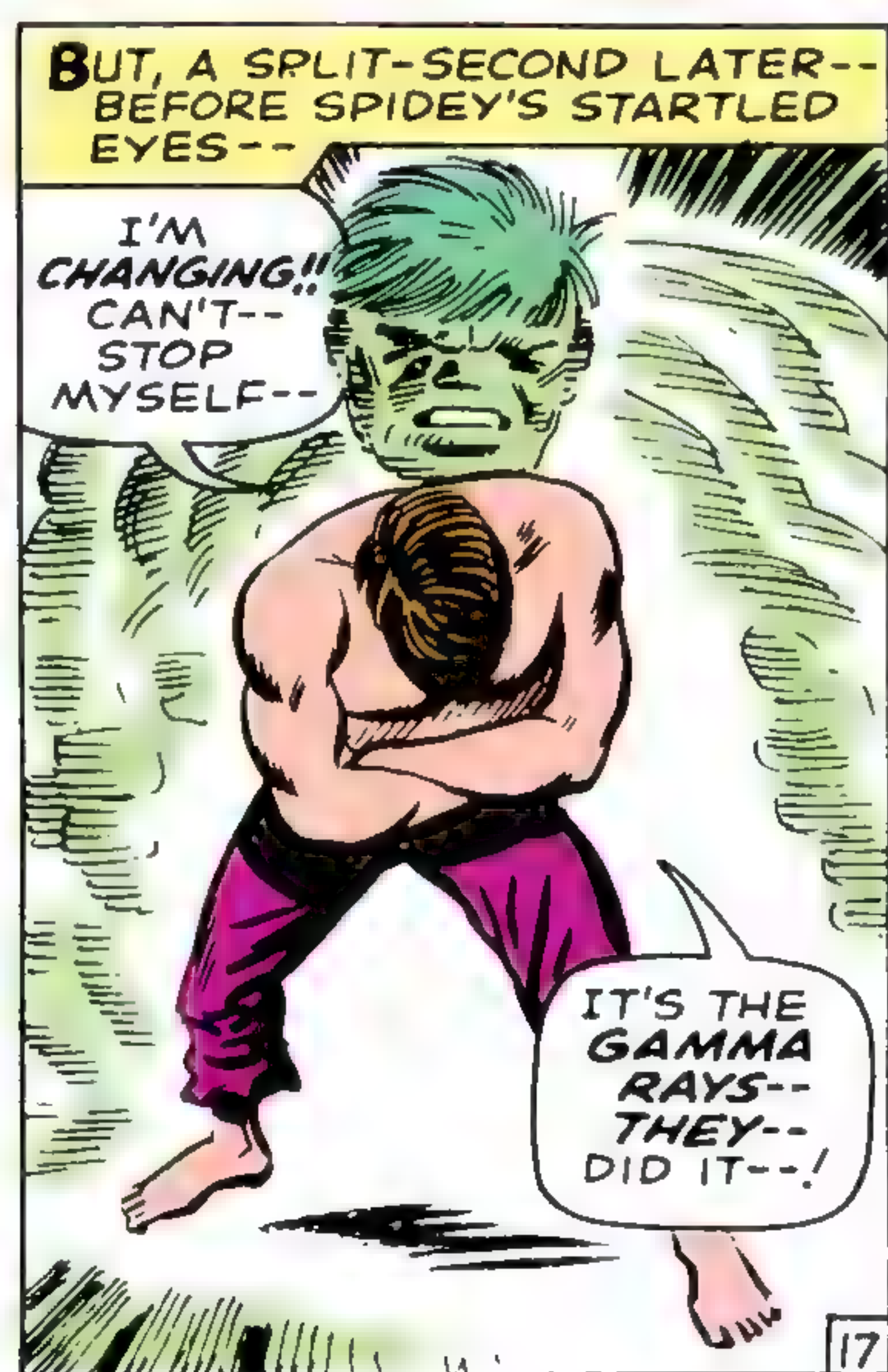
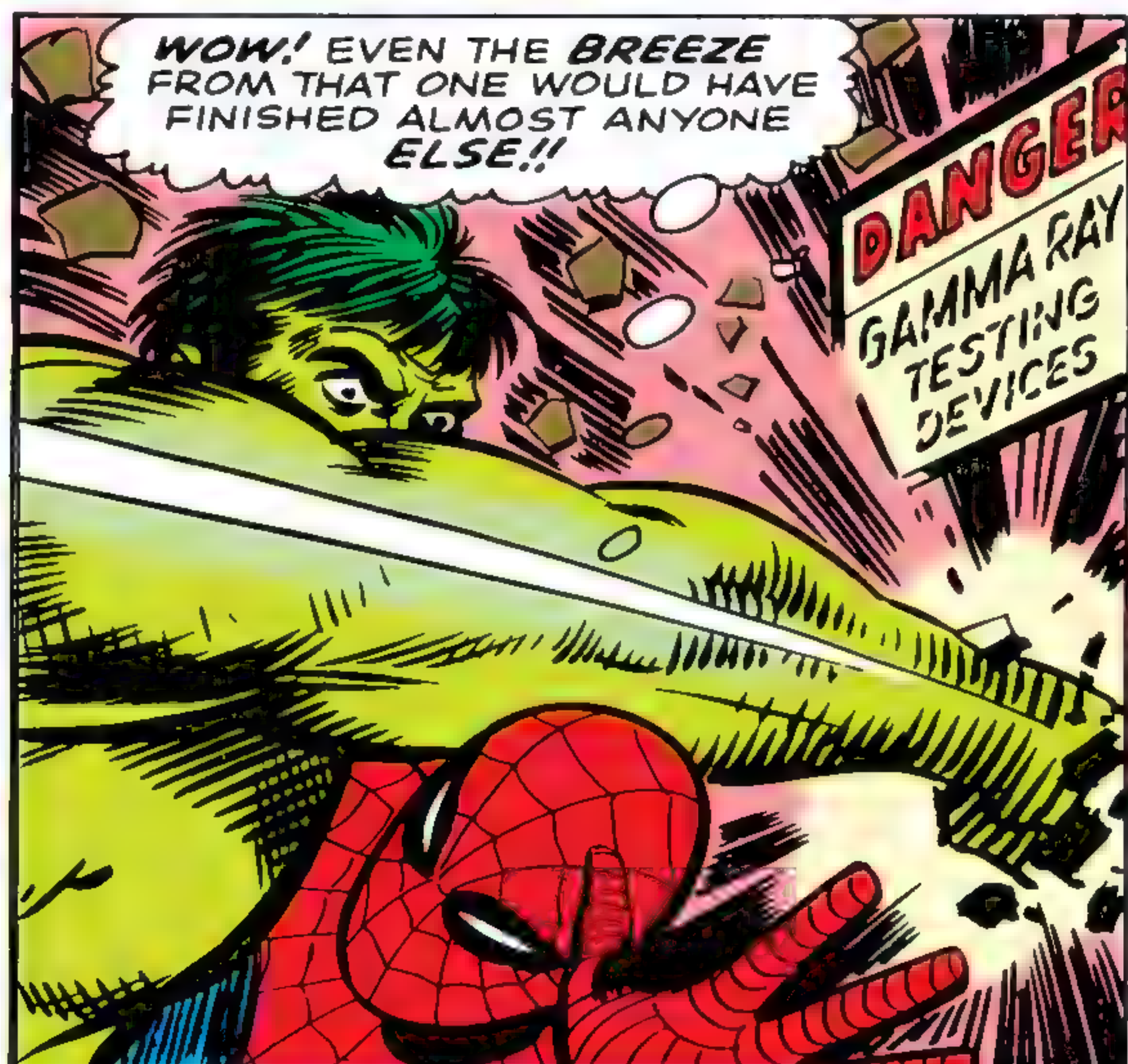
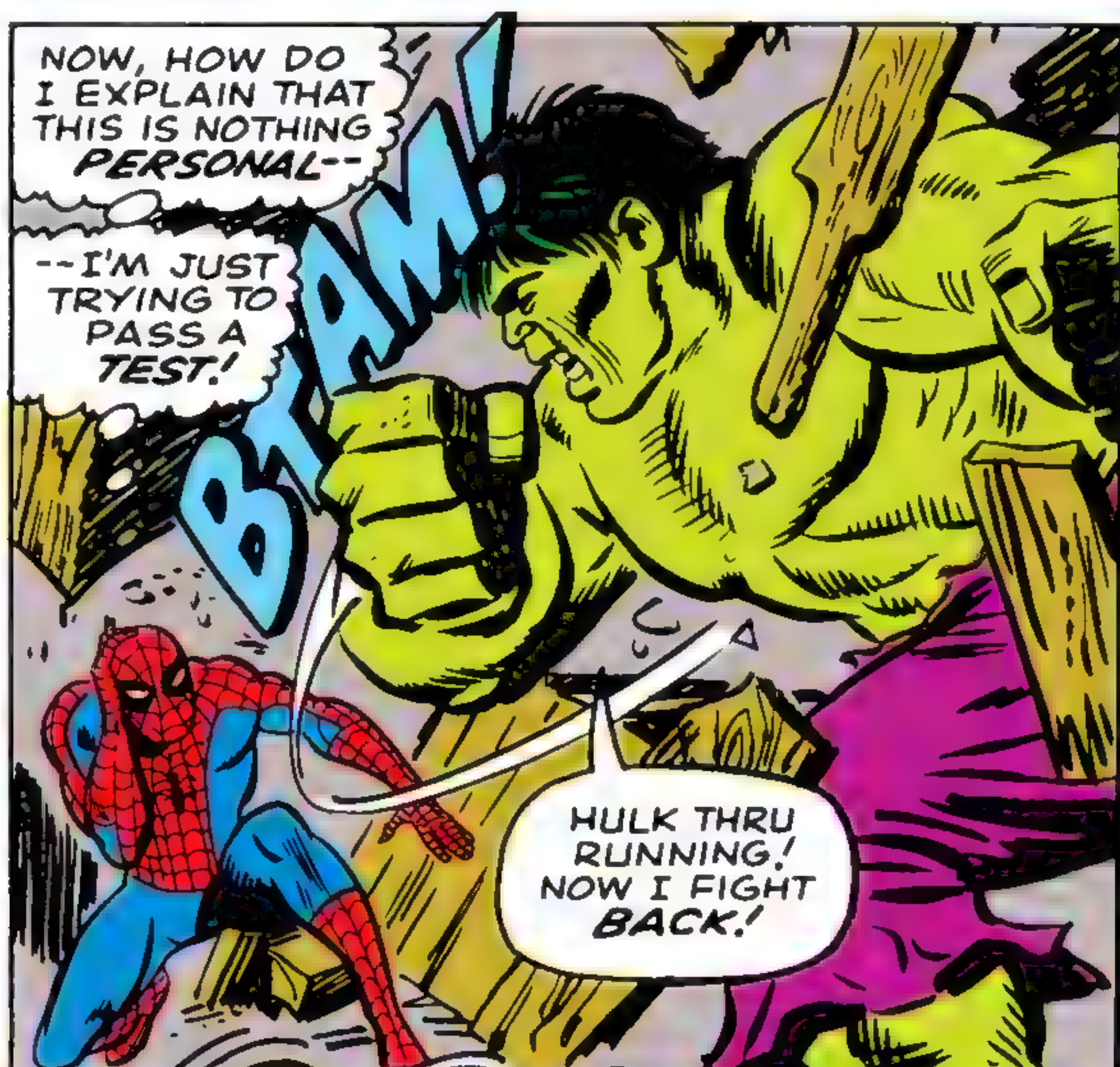
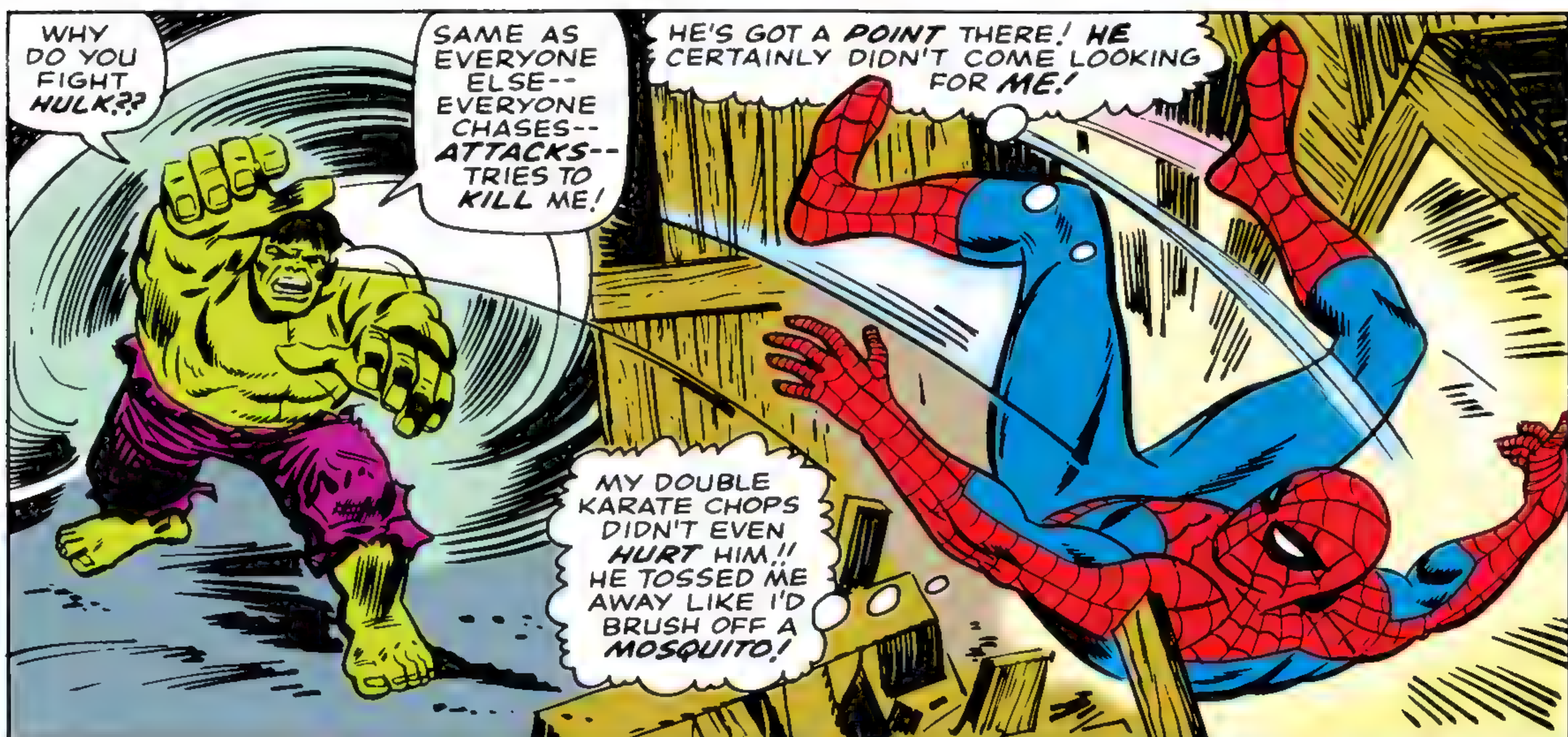




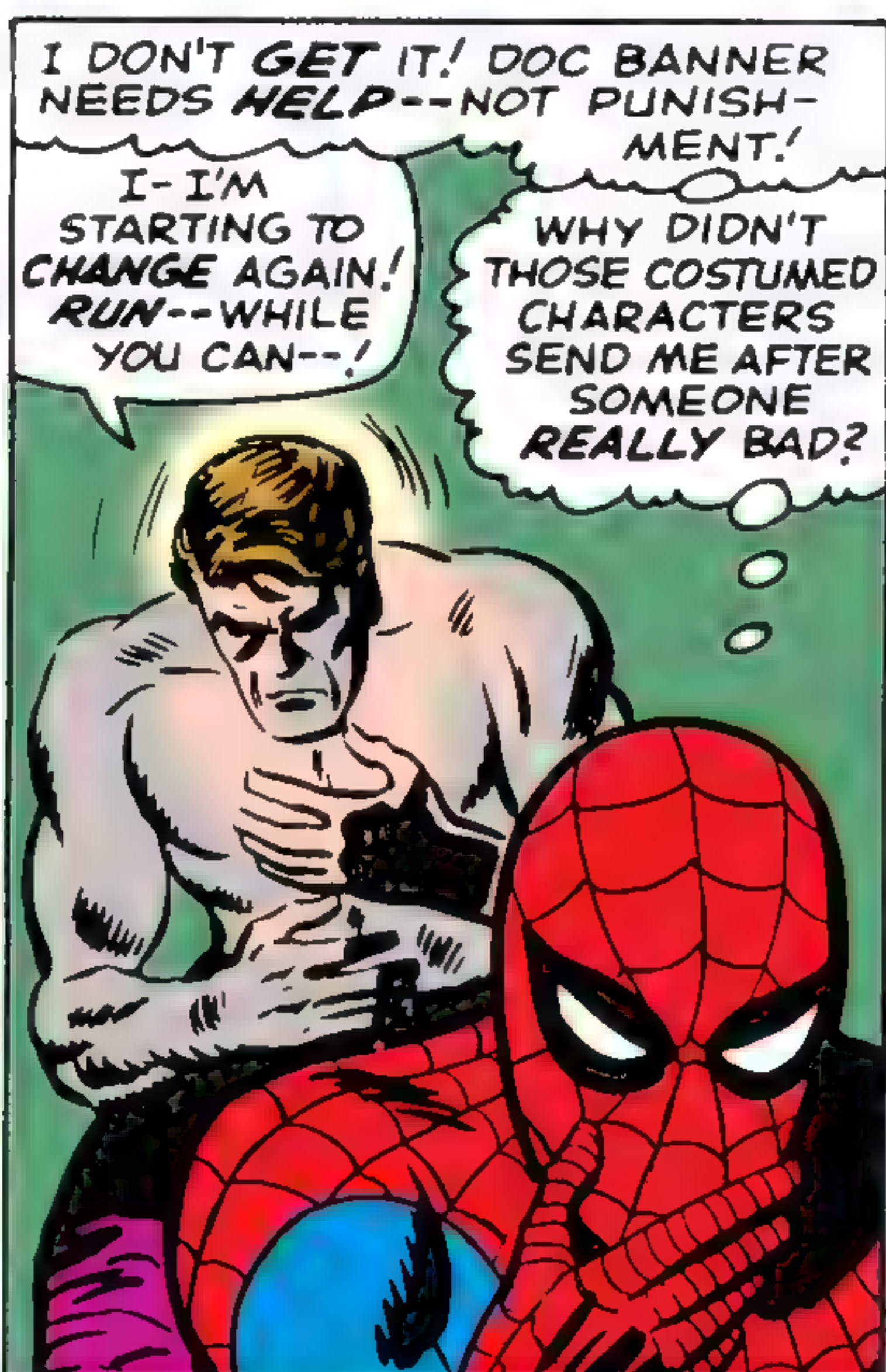
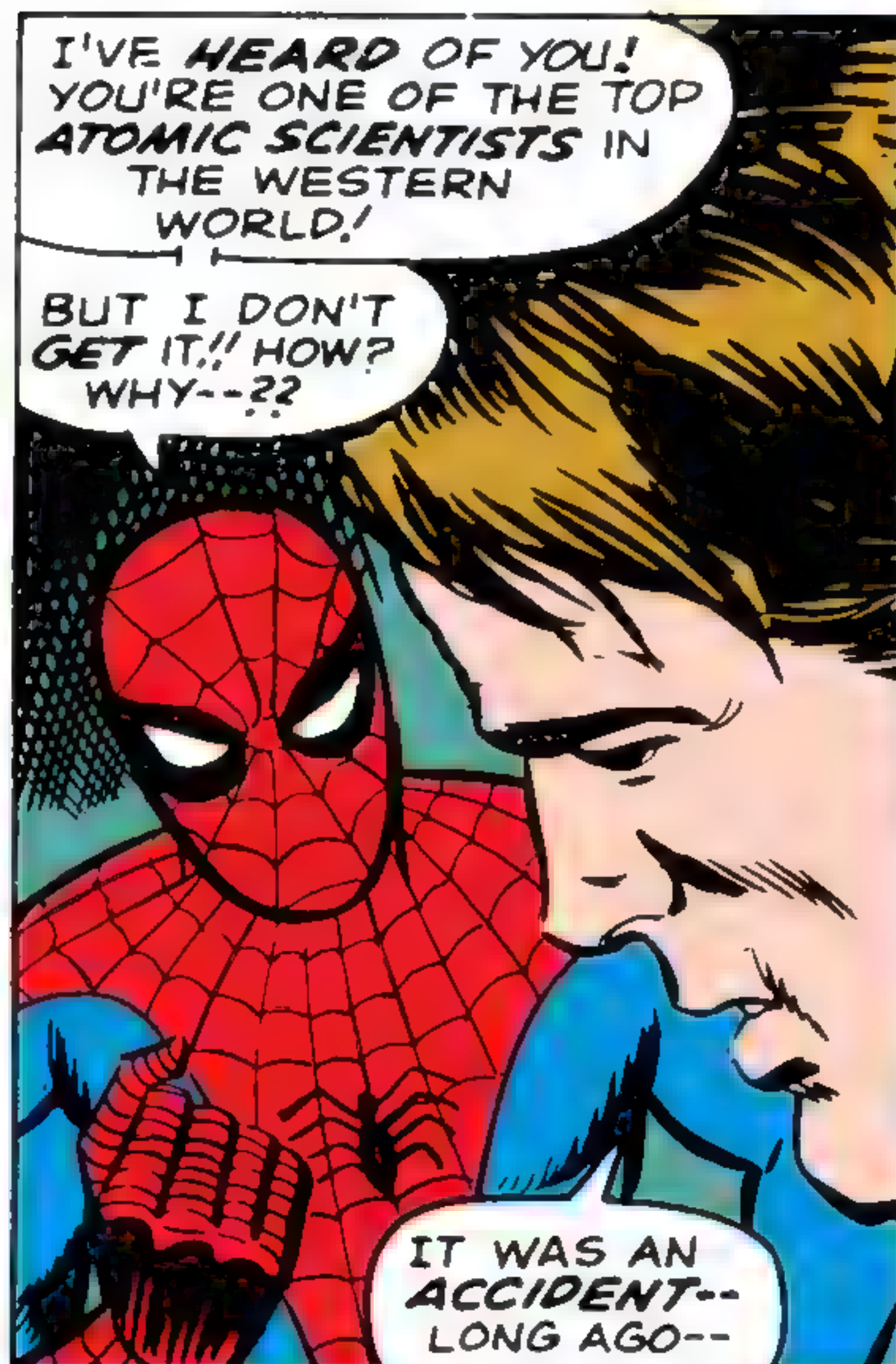








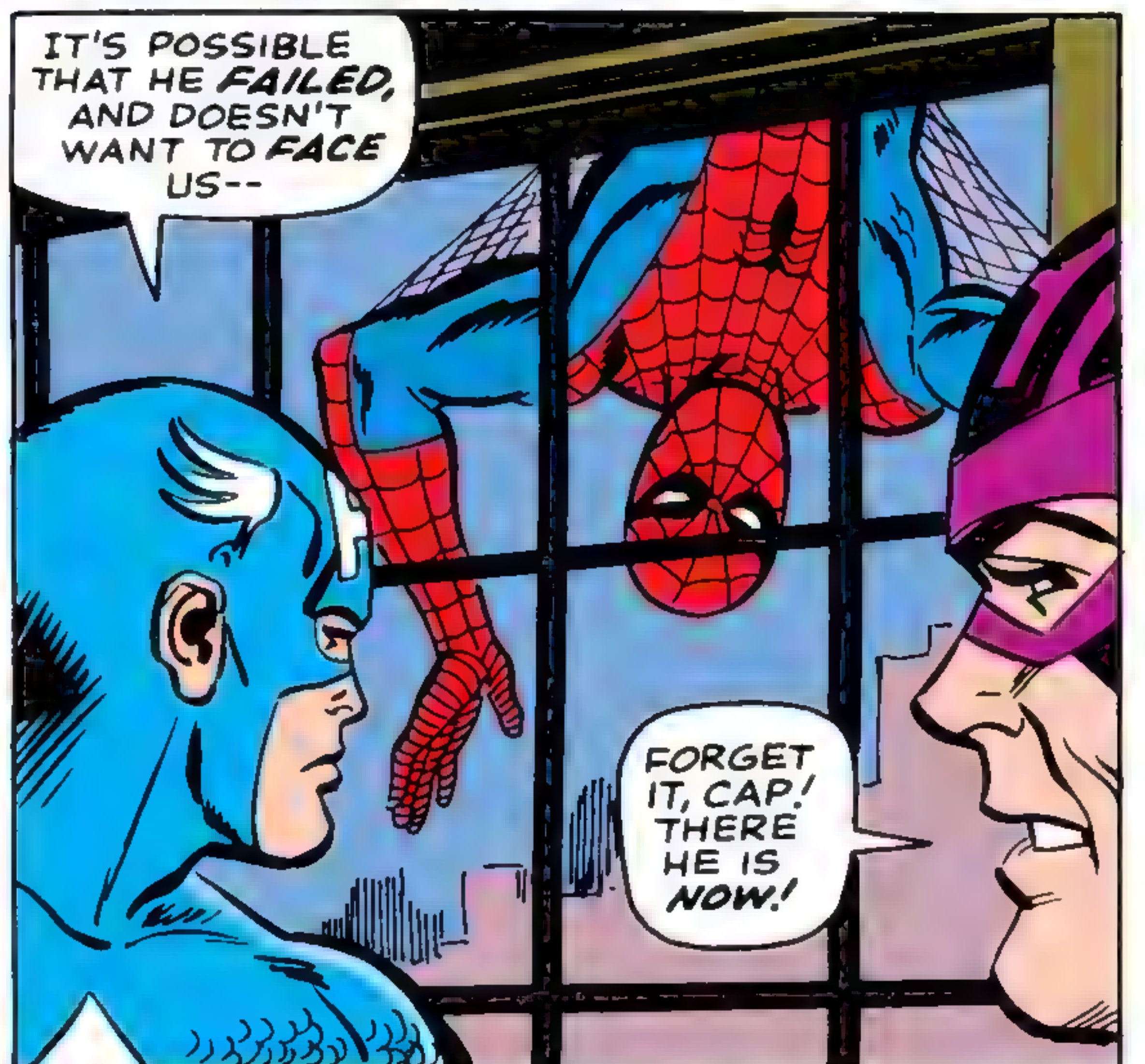
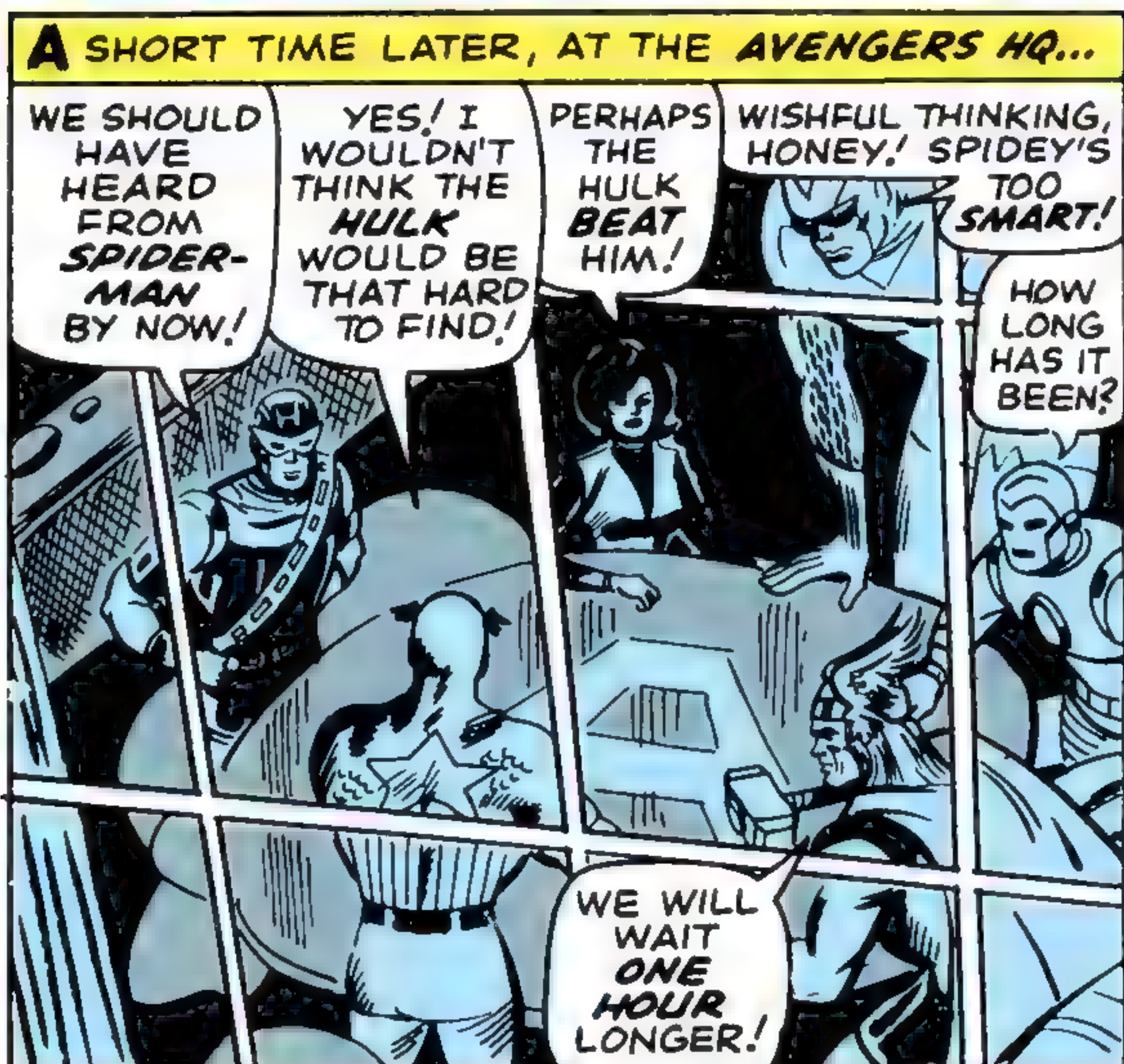
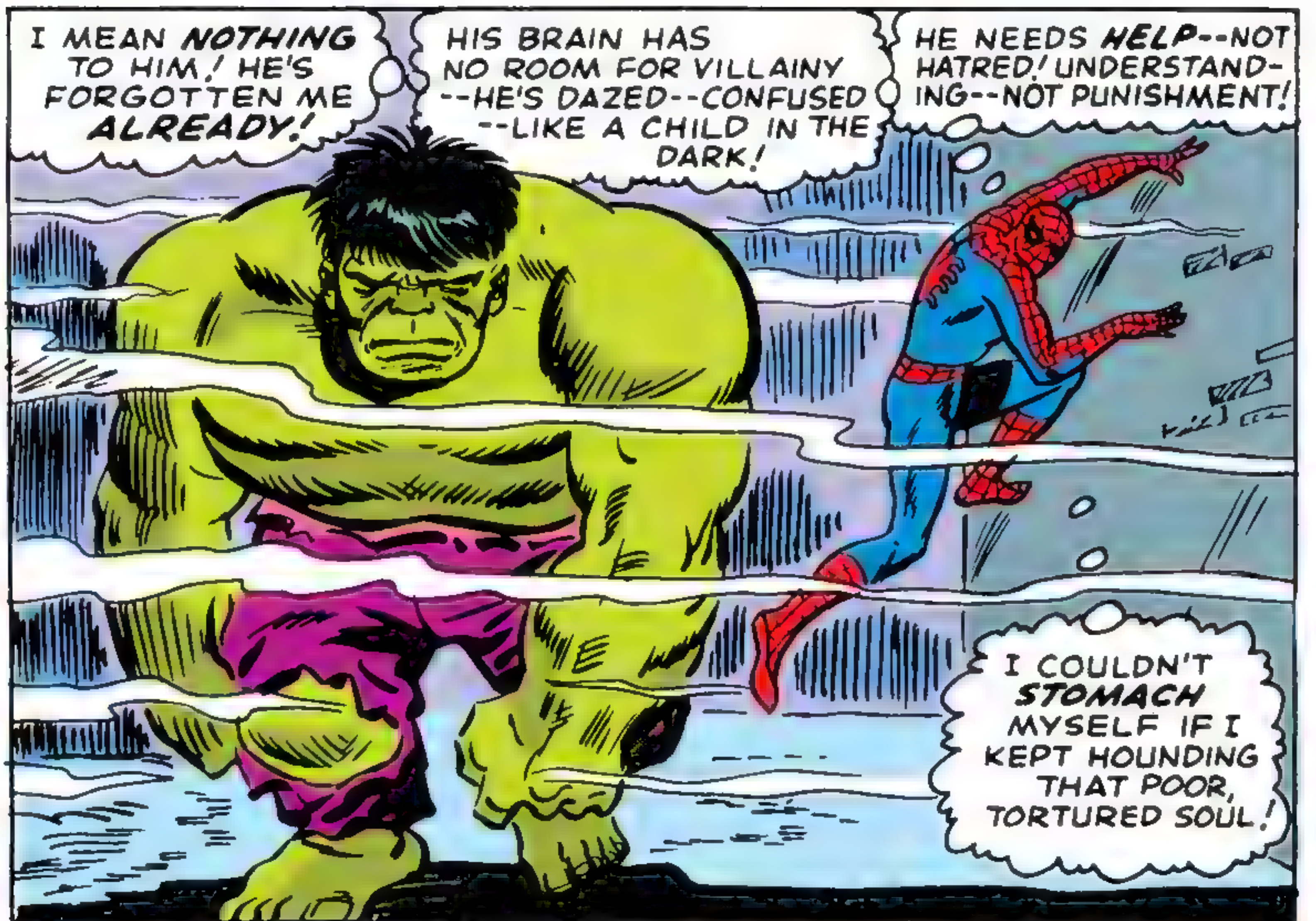
















I WOULDN'T HAVE BELIEVED IT! AND--HE TOOK HIS FAILURE SO LIGHTLY!

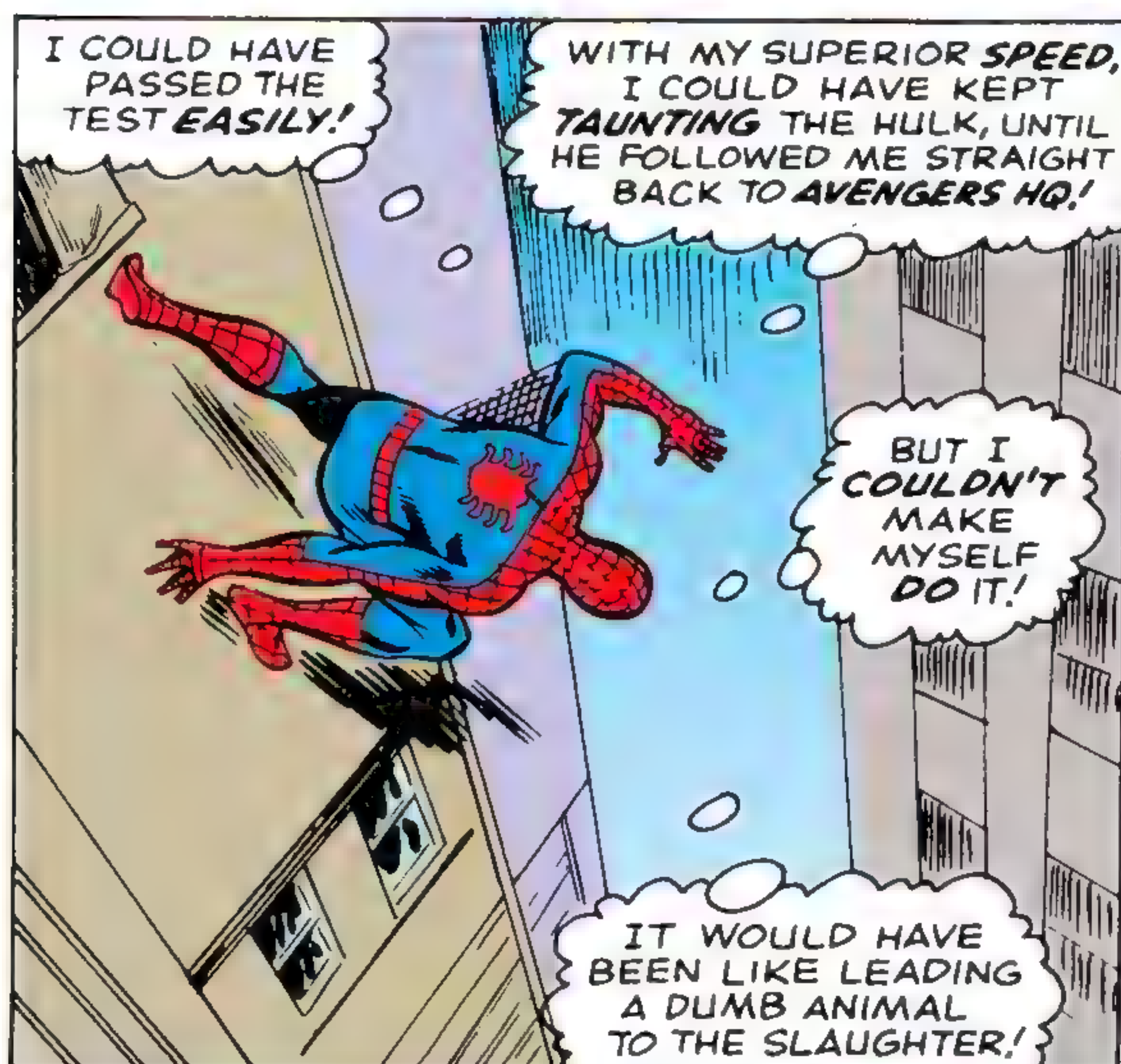
I FEEL THERE IS MORE TO THIS THAN MEETS THE EYE!

MUCH AS I DETEST SPIDERS, I-- I FEEL STRANGELY DISAPPOINTED!

I'LL NEVER UNDERSTAND FEMALES!

IT'S A TOUGH DEAL ALL AROUND! WE WANTED TO FIND THE HULK IN ORDER TO HELP HIM! I HAVE A FEELING THE POOR BRUTE NEEDS US!

MAYBE SPIDEY ISN'T ALL HE'S CRACKED UP TO BE--LIKE JONAH JAMESON'S PAPER SAYS!

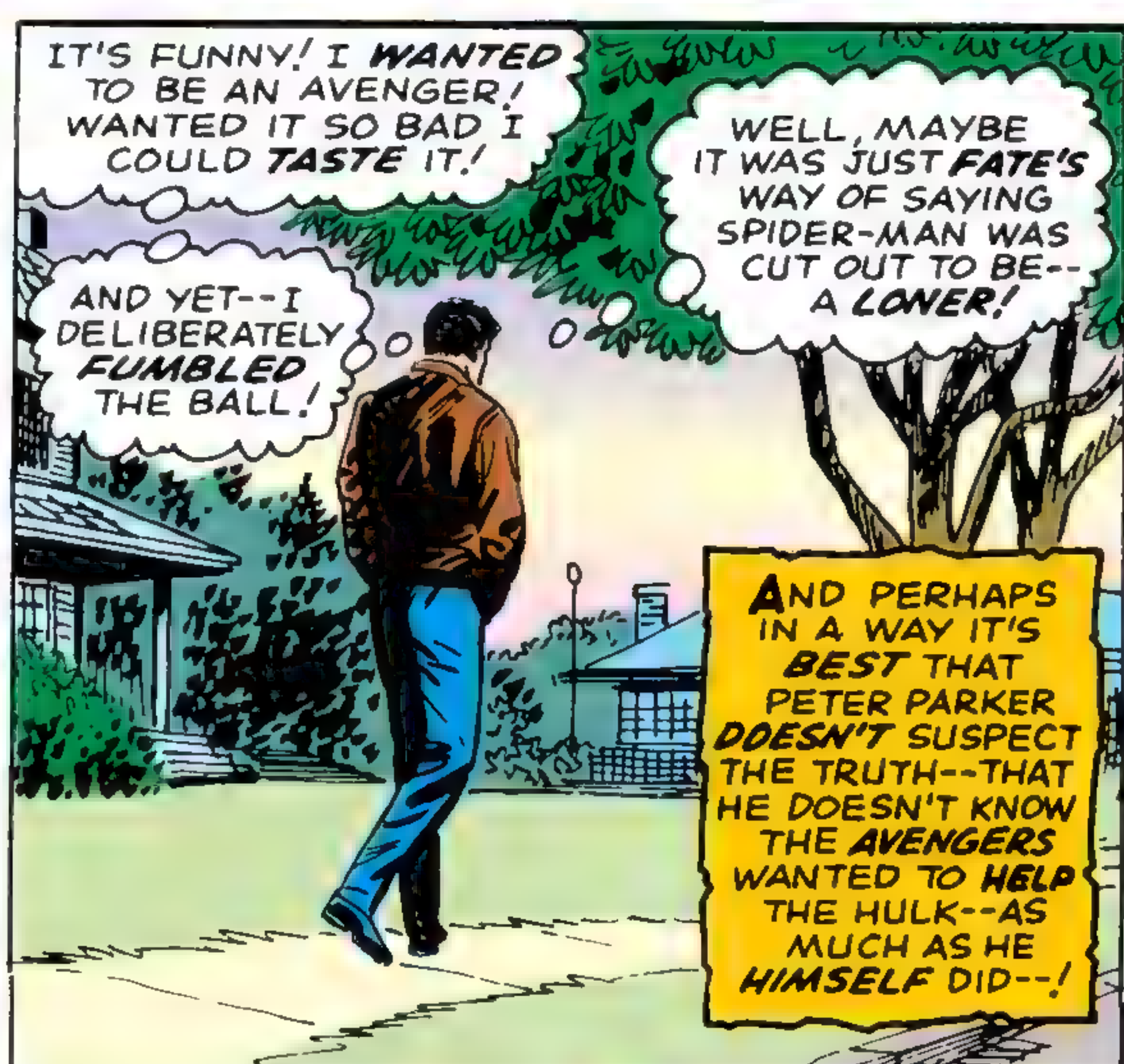


I COULD HAVE PASSED THE TEST EASILY!

WITH MY SUPERIOR SPEED, I COULD HAVE KEPT TAUNTING THE HULK, UNTIL HE FOLLOWED ME STRAIGHT BACK TO AVENGERS HQ!

BUT I COULDN'T MAKE MYSELF DO IT!

IT WOULD HAVE BEEN LIKE LEADING A DUMB ANIMAL TO THE SLAUGHTER!



IT'S FUNNY! I WANTED TO BE AN AVENGER! WANTED IT SO BAD I COULD TASTE IT!

AND YET--I DELIBERATELY FUMBLER THE BALL!

WELL, MAYBE IT WAS JUST FATE'S WAY OF SAYING SPIDER-MAN WAS CUT OUT TO BE-- A LOWER!

AND PERHAPS IN A WAY IT'S BEST THAT PETER PARKER DOESN'T SUSPECT THE TRUTH--THAT HE DOESN'T KNOW THE AVENGERS WANTED TO HELP THE HULK--AS MUCH AS HE HIMSELF DID--!



DO YOU FEEL ALL RIGHT, PETER, DEAR? WOULD YOU LIKE A GLASS OF WARM MILK?

NO, THANKS, AUNT MAY-- I'M FINE! JUST A LITTLE-- TIRED-- THAT'S ALL!

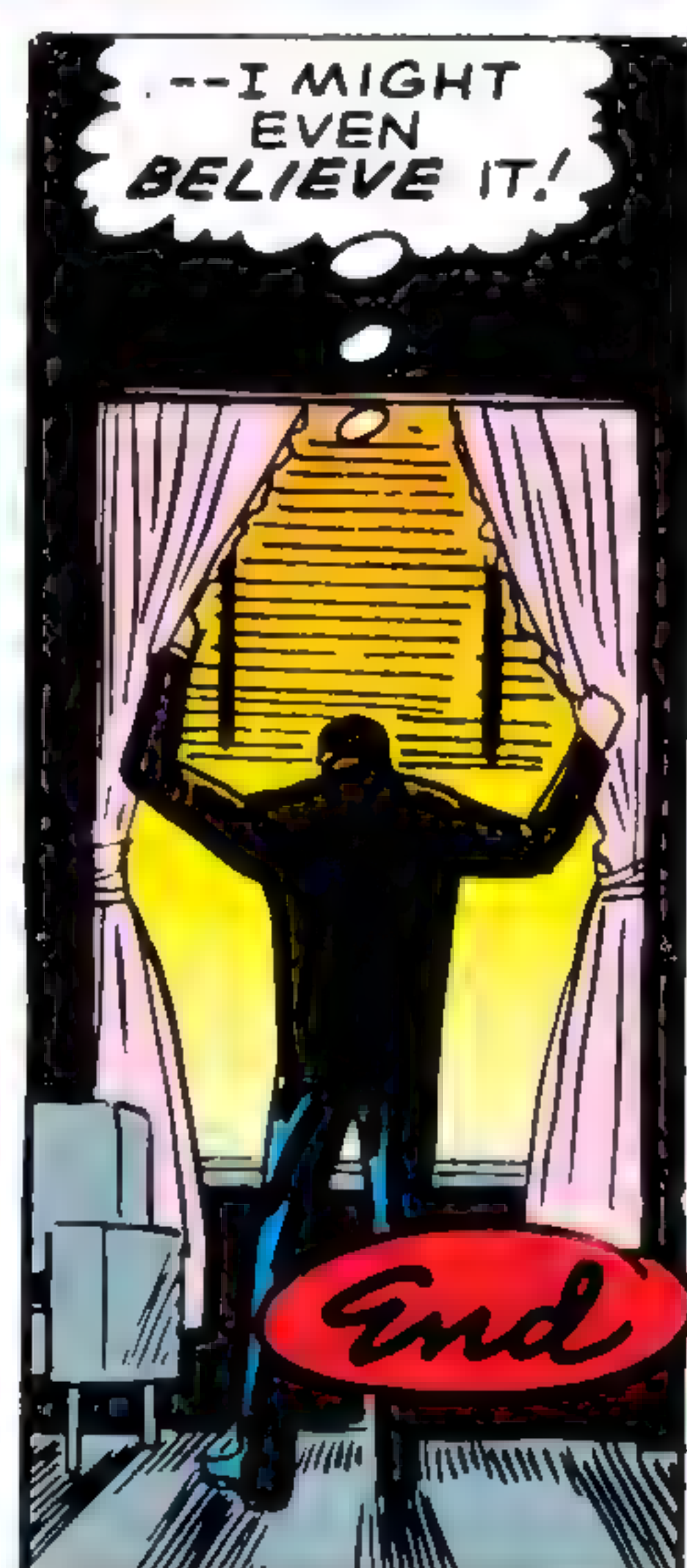
ONE OF THE WORLD'S GREATEST FIGHTING TEAMS-- AND I THREW AWAY A CHANCE TO BE PART OF IT!



WHY DOES NOTHING SEEM TO WORK OUT RIGHT FOR ME? EVEN WHEN I WIN--I LOSE!

BUT I'LL KEEP TELLING MYSELF THAT IT ALL WORKED OUT FOR THE BEST--!

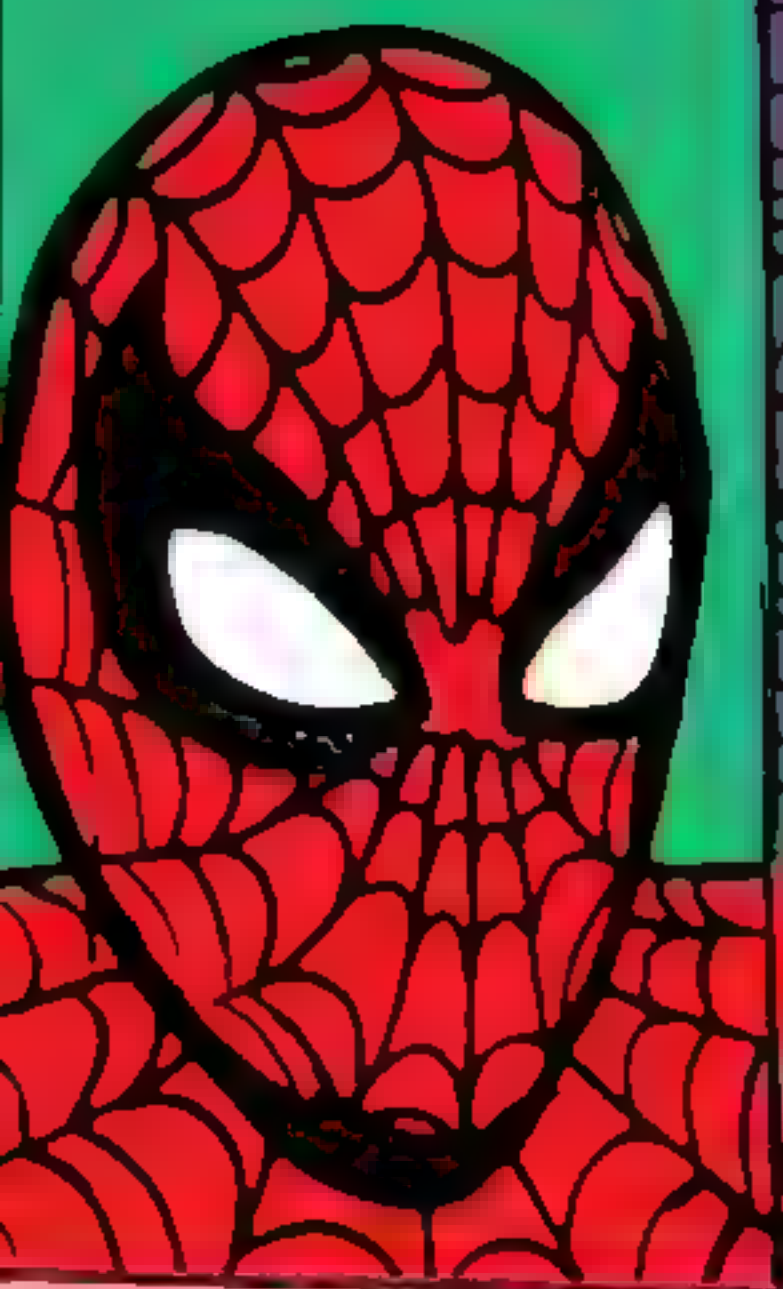
AND, MAYBE SOMEDAY--



--I MIGHT EVEN BELIEVE IT!

End





# *the* AMAZING SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

**MARVEL**  
COMICS  
GROUP

12¢ 44  
IND. JAN

**"WHERE CRAWLS  
THE LIZARD!"**



# THE AMAZING SPIDER-MAN!

## "WHERE CRAWLS THE LIZARD!"

GUESS WHAT? PETEY'S EVER-LOVIN' AUNT MAY IS ACTUALLY GONNA TAKE A VACATION! BUT, AS HER DOTING NEPHEW WALKS HER TO THE TRAIN, A FRIGHTFUL TRANSFORMATION SEEMS TO BE IN THE OFFING ... JUST A STONE'S THROW AWAY...!

NOW STOP WORRY-  
ING ABOUT THE *EXPENSE*,  
AUNT MAY! THE TRAVEL  
AGENT SAID WE COULD  
SEND YOU NOW AND PAY  
*LATER*!

DOC  
BROMWELL  
SAID A FEW WEEKS  
AT THE SEA SHORE  
WILL HAVE YOU  
SKIPPING AROUND  
LIKE A SUPER HERO  
IN *NO* TIME!

BUT YOU TOOK  
YOUR *LAST* THIRTY  
DOLLARS FOR THE  
DOWN PAYMENT ON  
THIS TRIP, PETER!

AWW, I'LL SELL SOME  
MORE *NEWS PIX* TO  
JOLLY JONAH AND  
*DOUBLE* THAT AMOUNT,  
BEFORE YOU RETURN!

I HOPE!

MARTHA'S  
TRAIN SHOULD  
BE ARRIVING  
FROM *FLORIDA*  
ANY MINUTE NOW!  
I CAN'T WAIT TO  
SEE HER... AND  
LITTLE *BILLY*  
AGAIN! HE MUST  
BE... *WAIT*!

MY HAND! IT'S  
TURNING *GREEN*...  
GETTING *SCALY*...  
LIKE... LIKE A  
*LIZARD'S*!

NO! NO! IT CAN'T  
BE HAPPENING TO ME  
*AGAIN*! IT *MUSTN'T*!  
NOT *NOW*! NOT WHEN I'M  
ABOUT TO SEE MY *WIFE*...  
AND MY *SON*!

IT'S *MAD*...  
*INSANE*!  
THERE'S NO  
*REASON*  
FOR IT! NO  
*REASON*...!

STORY: SMILIN'  
STAN LEE  
ILLUSTRATION: JAZZY  
JOHN ROMITA  
LETTERING: SWINGIN'  
SAM ROSEN  
LUGGAGE: HONEST  
IRVING FORBUSH



BUT THEN, SECONDS LATER...

IT'S *SUBSIDING* AGAIN...  
GETTING BACK TO *NORMAL*!

PERHAPS I JUST *IMAGINED*  
IT... IN THE EXCITEMENT  
OF WAITING FOR MARTHA  
AND BILLY!

AND YET... I'VE  
FELT *STRANGE*...  
EVER SINCE I  
HELPED *SPIDER-*  
*MAN* CREATE A  
POTION TO DEFEAT  
THE *RHINO*!\*

THAT  
*POTION*!  
WHY DIDN'T  
I THINK OF  
IT *BEFORE*?

\* JUST  
LAST ISH!  
IF YOU  
FORGOT,  
SHAME  
ON YOU!  
-- STERN  
STAN.

THE POTION WAS CREATED OF CERTAIN  
INGREDIENTS WHICH WERE *ALSO* USED IN  
THE FORMULA WHICH YEARS AGO  
TURNED ME INTO... THE  
*LIZARD*!

CAN IT BE  
THAT THE SIMPLE  
ACT OF *HANDLING*  
THE POTION... OF  
INHALING ITS  
*FUMES*... HAS  
ACTUALLY TRIGGERED  
THAT DREADFUL  
REACTION IN MY  
BODY AGAIN?

IF SO... IT MEANS THAT I MIGHT  
CHANGE BACK TO THE *LIZARD* AT  
ANY MOMENT... JUST AS *DANGEROUS*...  
JUST AS *DEADLY*... AS EVER BEFORE!

GOSH! I COULD  
HAVE *SWORN* I  
SAW *CURT*  
*CONNORS*  
BEHIND THAT  
PILLAR!

PETER, DEAR... ARE YOU *SURE*  
YOU'LL BE ALL RIGHT WITH ME  
*GONE*? WILL YOU GET TO BED  
EARLY AT NIGHT... AND EAT PLENTY  
OF *VEGETABLES*?

*SURE*, AUNT MAY! DON'T  
YOU WORRY ABOUT A  
*THING*! I'LL TAKE MY  
*VITAMIN PILLS* AND  
STAY OUT OF DRAFTS  
AND *EVERYTHING*!

AS FOR YOU, YOUNG  
LADY... REMEMBER...  
NO *FOOTBALL*  
*PRACTICE* OR  
*KARATE LESSONS*!  
AT LEAST NOT FOR  
THE FIRST FEW  
DAYS!

OH, PETER! HERE I AM...  
*DESERTING* YOU... LEAVING  
YOU ALONE, WITH NO ONE TO  
LOOK *AFTER* YOU... AND  
YOU'RE TAKING IT WITHOUT  
A *WHIMPER*!

YOU'RE THE MOST  
*WONDERFUL*  
NEPHEW ANY  
WOMAN EVER  
HAD!

HONK!

MEANWHILE, AT A NEARBY TRACK, WE FIND...

GOLLY, MOM...  
DO YOU THINK  
DAD'LL TAKE  
ME TO SEE  
THE *JETS*?

I'M *SURE* HE WILL, BILLY! BUT... I  
WONDER WHERE HE *IS*? I WAS HOPING  
HE'D BE *WAITING* FOR US!

MAYBE  
HE'S *HIDING*...  
TO *SURPRISE*  
US... LIKE HE  
USED TO DO  
WHEN I WAS  
*LITTLE*!

CAN SOME-  
THING HAVE  
*HAPPENED*  
TO HIM?

I DON'T  
WANT TO  
WORRY  
*BILLY*,  
BUT *CURT*  
IS *NEVER*  
LATE...  
UNLESS...

NO! I  
WON'T EVEN  
*THINK* OF IT!  
IT *CAN'T*  
BE!

AND, JUST A FEW FEET AWAY... CONCEALED BEHIND A  
SHADOWY ARCH...

I *WASN'T* IMAGINING IT!  
MY... MY *RIGHT ARM* IS TINGLING... JUST AS  
IT DID... THE *LAST TIME*!

THAT'S HOW IT ALL  
*STARTED*... I  
THOUGHT I COULD  
*RE-GROW* MY  
ARM... LIKE SOME  
OF THE LOWER  
ORDER *REPTILES*  
DO... BY DRINKING  
A *SERUM*  
EXTRACTED  
FROM EXPERI-  
MENTAL  
*LIZARDS*!

BUT, I DIDN'T  
*REALIZE* THAT  
THE SAME *SERUM*  
THAT ENABLED ME  
TO GROW A NEW  
*ARM*, WOULD  
ALSO *CHANGE*  
ME... INTO A HUMAN  
*LIZARD*!\*

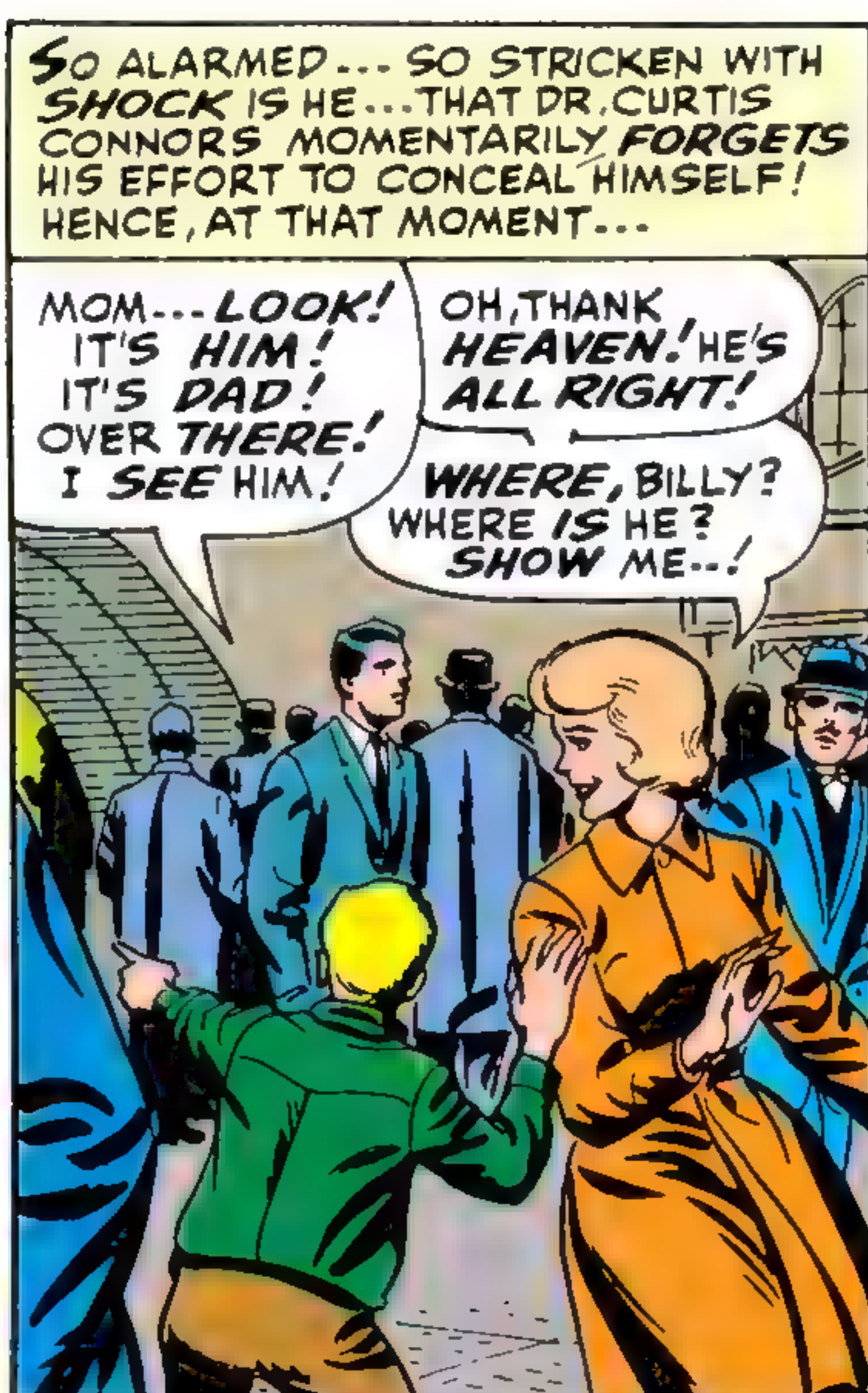
\* DON'T TAKE *OUR* WORD FOR IT! CHECK  
WITH ISH #6! -- SCRUPULOUS STAN





IN FACT, IF SPIDER-MAN HADN'T SAVED ME BY GIVING ME THAT ANTIDOTE, I'D... OH... NO!!

MY HAND! IT'S TURNED SCALY AND GREEN AGAIN! BUT... THIS TIME... THERE'S NO DOUBT...



SO ALARMED... SO STRICKEN WITH SHOCK IS HE... THAT DR. CURTIS CONNORS MOMENTARILY FORGETS HIS EFFORT TO CONCEAL HIMSELF! HENCE, AT THAT MOMENT...

MOM... LOOK! IT'S HIM! IT'S DAD! OVER THERE! I SEE HIM!

OH, THANK HEAVEN! HE'S ALL RIGHT!

WHERE, BILLY? WHERE IS HE? SHOW ME...



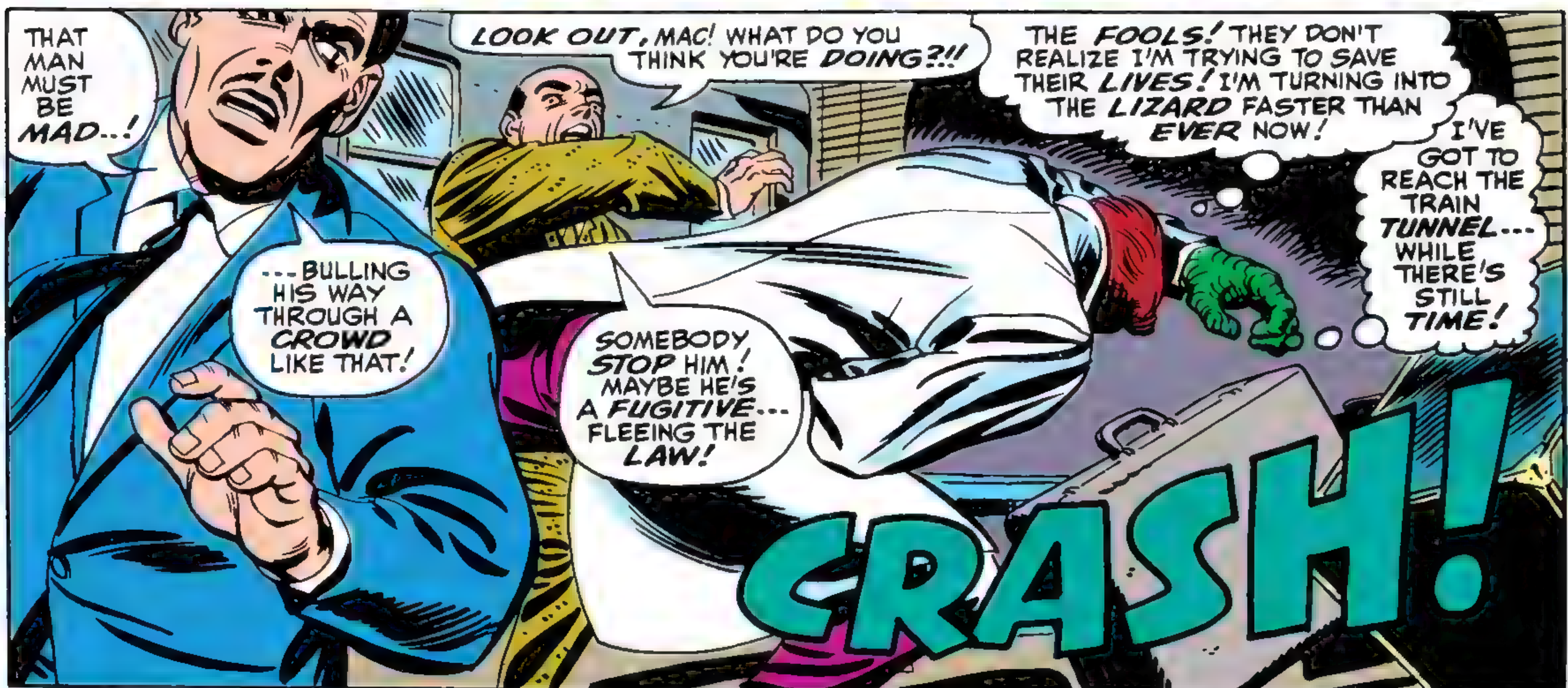
HE'S RIGHT OVER THERE... MOM! HE'S RUNNING AWAY! HE'S DISAPPEARING INTO THE CROWD!

BILLY SAW ME!

I CAN'T FACE THEM LIKE THIS! I'VE GOT TO RUN... GOT TO HIDE! GOT TO GET AWAY...!

SAY! WATCH WHERE YOU'RE GOING!

IF I DON'T GET OUT OF HERE IN TIME... NOBODY WILL BE SAFE!



THAT MAN MUST BE MAD...!

LOOK OUT, MAC! WHAT DO YOU THINK YOU'RE DOING?!!

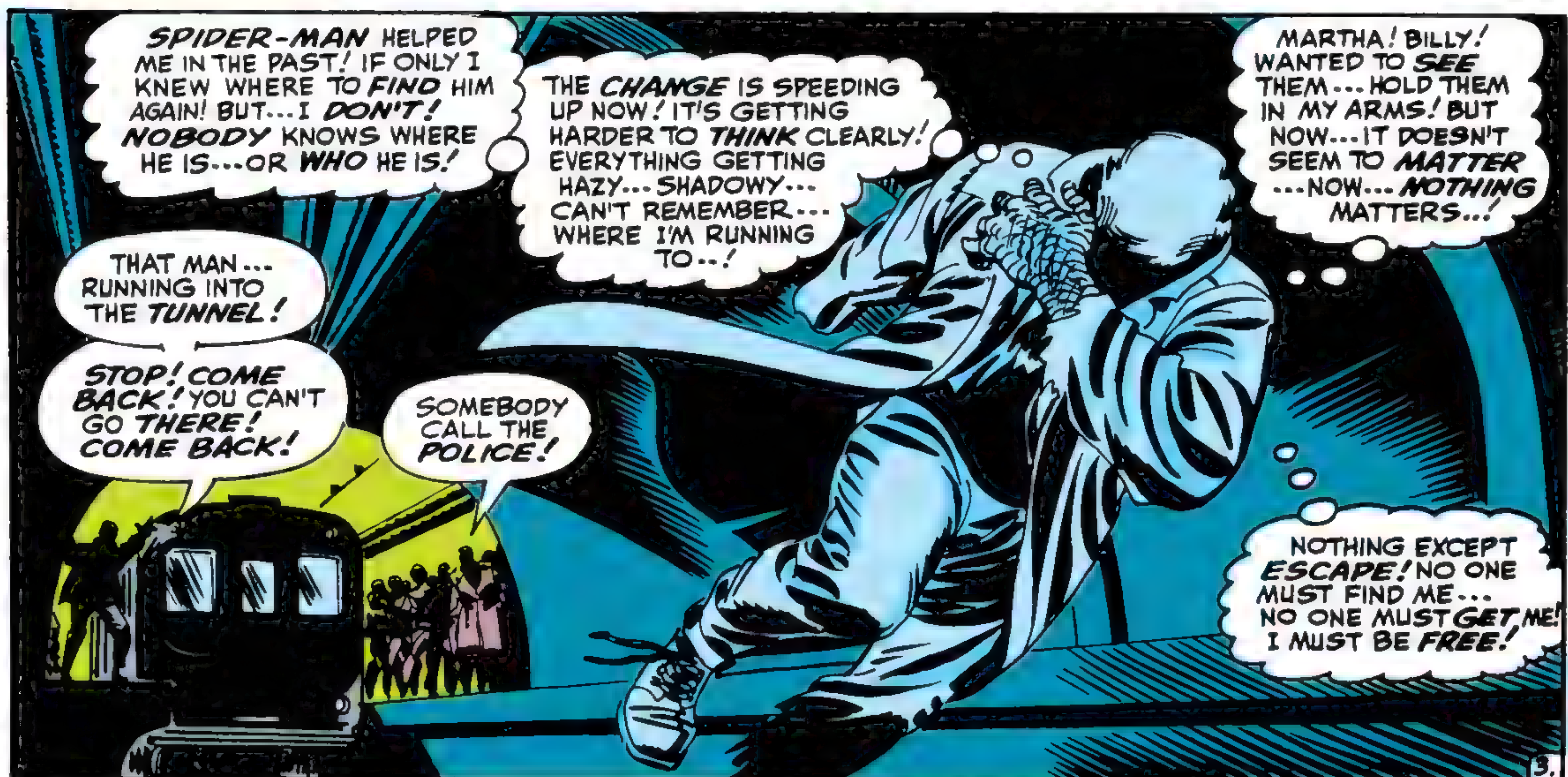
THE FOOLS! THEY DON'T REALIZE I'M TRYING TO SAVE THEIR LIVES! I'M TURNING INTO THE LIZARD FASTER THAN EVER NOW!

I'VE GOT TO REACH THE TRAIN TUNNEL... WHILE THERE'S STILL TIME!

...BULLING HIS WAY THROUGH A CROWD LIKE THAT!

SOMEBODY STOP HIM! MAYBE HE'S A FUGITIVE... FLEEING THE LAW!

CRASH!



SPIDER-MAN HELPED ME IN THE PAST! IF ONLY I KNEW WHERE TO FIND HIM AGAIN! BUT... I DON'T! NOBODY KNOWS WHERE HE IS... OR WHO HE IS!

THE CHANGE IS SPEEDING UP NOW! IT'S GETTING HARDER TO THINK CLEARLY! EVERYTHING GETTING HAZY... SHADY... CAN'T REMEMBER... WHERE I'M RUNNING TO...!

MARTHA! BILLY! WANTED TO SEE THEM... HOLD THEM IN MY ARMS! BUT NOW... IT DOESN'T SEEM TO MATTER... NOW... NOTHING MATTERS...!

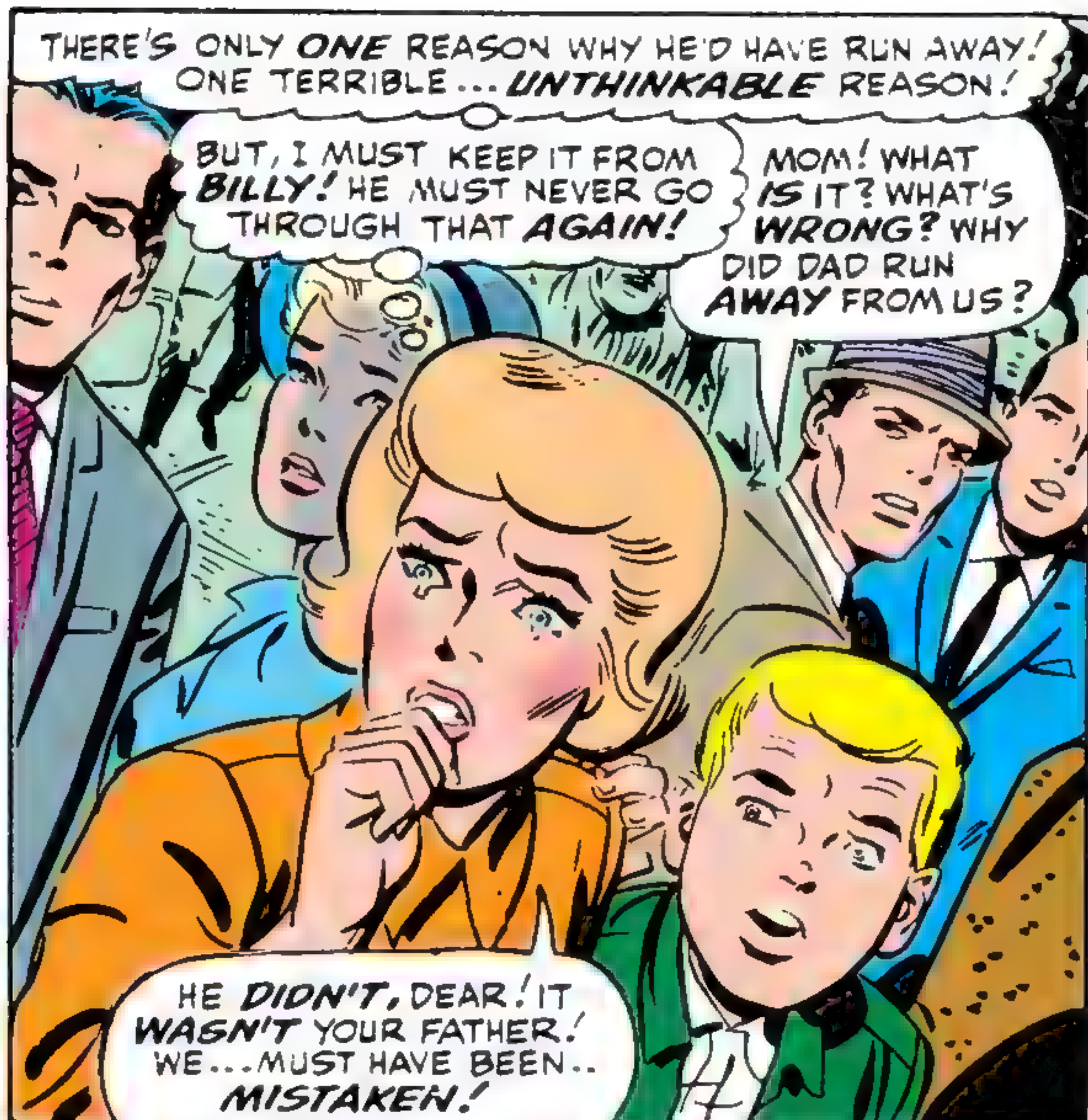
THAT MAN... RUNNING INTO THE TUNNEL!

STOP! COME BACK! YOU CAN'T GO THERE! COME BACK!

SOMEBODY CALL THE POLICE!

NOTHING EXCEPT ESCAPE! NO ONE MUST FIND ME... NO ONE MUST GET ME! I MUST BE FREE!







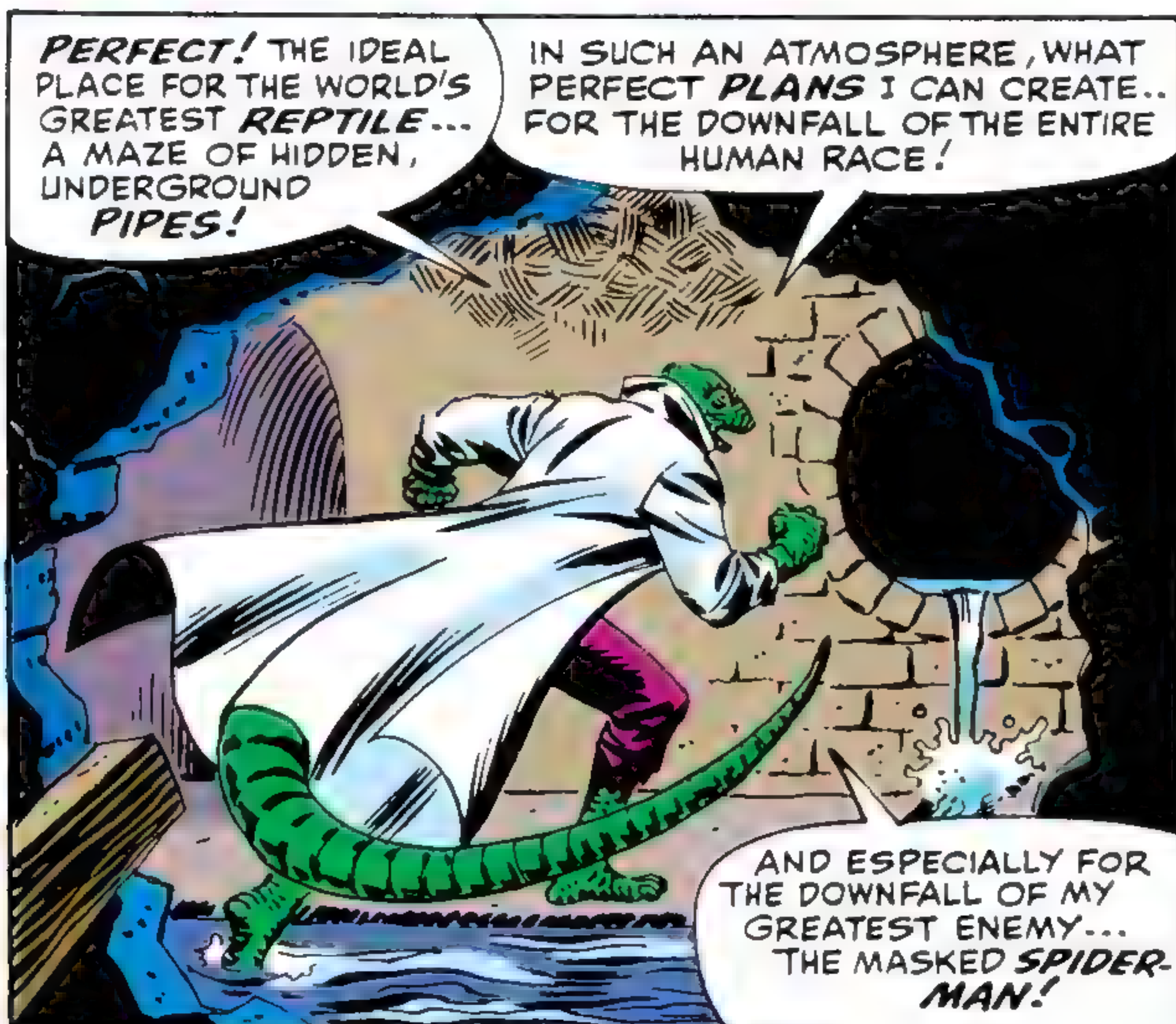


WITH THE UNIMAGINABLE **POWER** I NOW POSSESS, I CAN DO **ANYTHING!**

NOTHING CAN STAND IN MY WAY! NOTHING CAN MATCH THE SUPREME POWER OF...THE **LIZARD!**

**THROOM!**

I'LL NEED A **LAIR** OF MY OWN... AND I'LL **FIND** ONE... BEHIND THIS TUNNEL WALL!



**PERFECT!** THE IDEAL PLACE FOR THE WORLD'S GREATEST **REPTILE**... A MAZE OF HIDDEN, UNDERGROUND **PIPES!**

IN SUCH AN ATMOSPHERE, WHAT PERFECT **PLANS** I CAN CREATE.. FOR THE DOWNFALL OF THE ENTIRE HUMAN RACE!

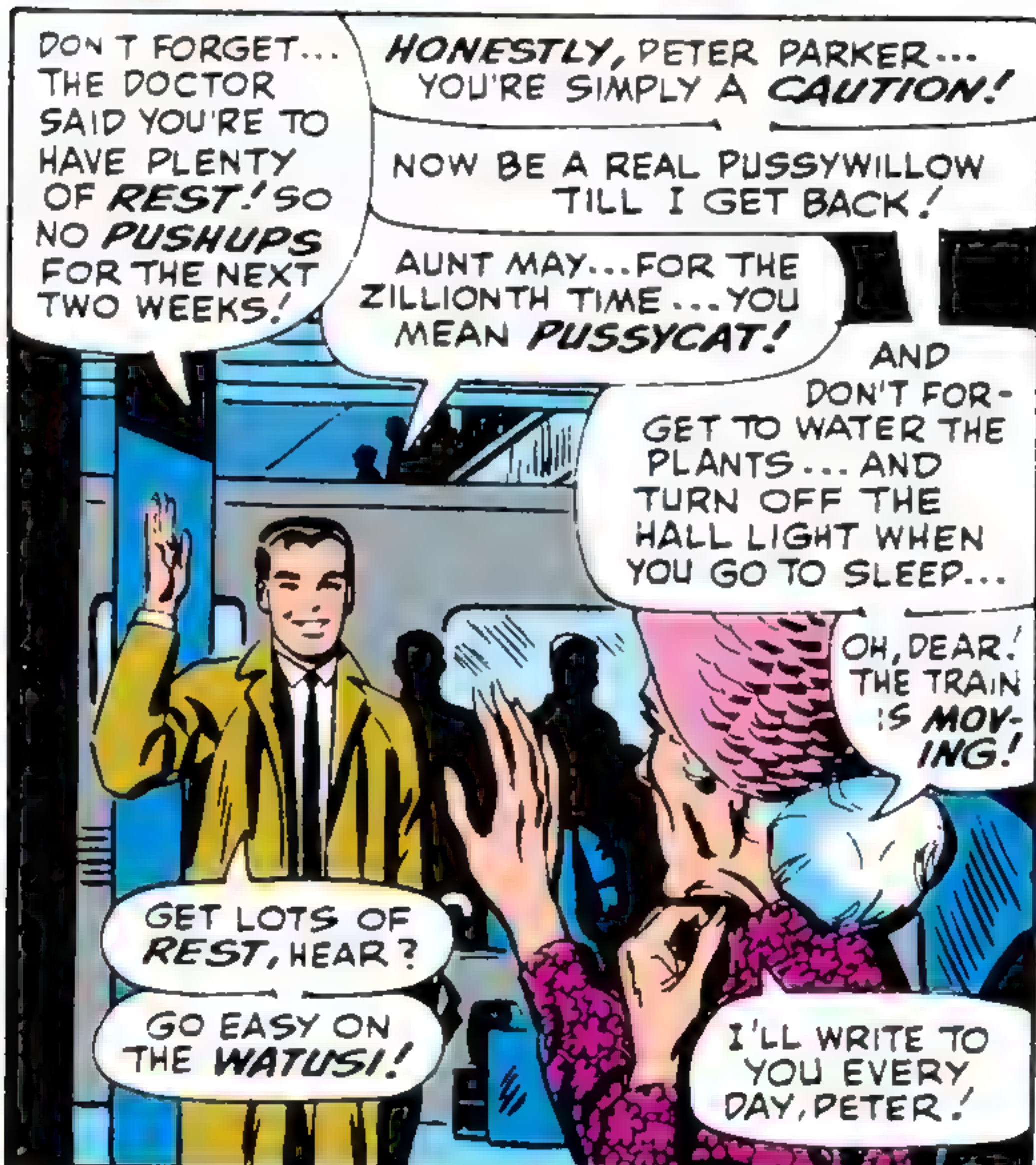
AND ESPECIALLY FOR THE DOWNFALL OF MY GREATEST ENEMY... THE MASKED **SPIDER-MAN!**



AND, SPEAKING OF SPIDEY...

REMEMBER, DEAR... IF YOU **NEED** ANYTHING, CALL MY FRIEND, **MRS. WATSON!** DRINK PLENTY OF MILK... DON'T NEGLECT YOUR STUDIES... AND BE SURE TO GET A **HAIRCUT!**

AND **YOU** BE SURE TO HAVE A GREAT TIME, AUNT MAY! I'LL BE OKAY, HERE, SO DON'T WORRY ABOUT A **THING!**



DON'T FORGET... THE DOCTOR SAID YOU'RE TO HAVE PLENTY OF **REST!** SO NO **PUSHUPS** FOR THE NEXT TWO WEEKS!

**HONESTLY**, PETER PARKER... YOU'RE SIMPLY A **CAUTION!**

NOW BE A REAL PUSSYWILLOW TILL I GET BACK!

AUNT MAY... FOR THE ZILLIONTH TIME... YOU MEAN **PUSSYCAT!**

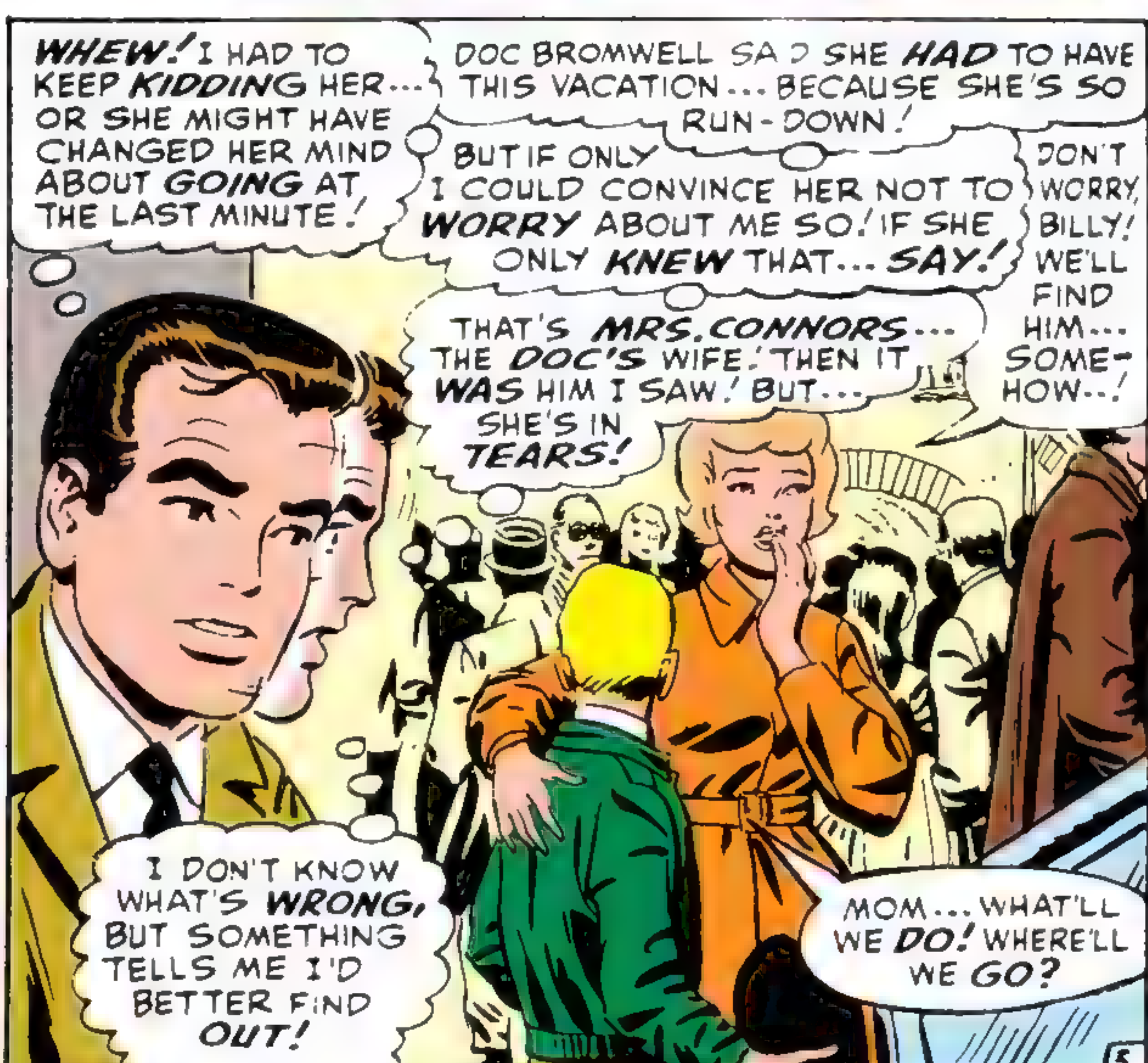
AND DON'T FORGET TO WATER THE PLANTS... AND TURN OFF THE HALL LIGHT WHEN YOU GO TO SLEEP...

OH, DEAR! THE TRAIN IS **MOVING!**

GET LOTS OF **REST**, HEAR?

GO EASY ON THE **WATUSI!**

I'LL WRITE TO YOU EVERY DAY, PETER!



**WHEW!** I HAD TO KEEP **KIDDING** HER... OR SHE MIGHT HAVE CHANGED HER MIND ABOUT **GOING** AT THE LAST MINUTE!

DOC BROMWELL SAID SHE **HAD** TO HAVE THIS VACATION... BECAUSE SHE'S SO **RUN-DOWN!**

BUT IF ONLY I COULD CONVINCE HER NOT TO **WORRY** ABOUT ME SO, IF SHE ONLY **KNEW** THAT... **SAY!**

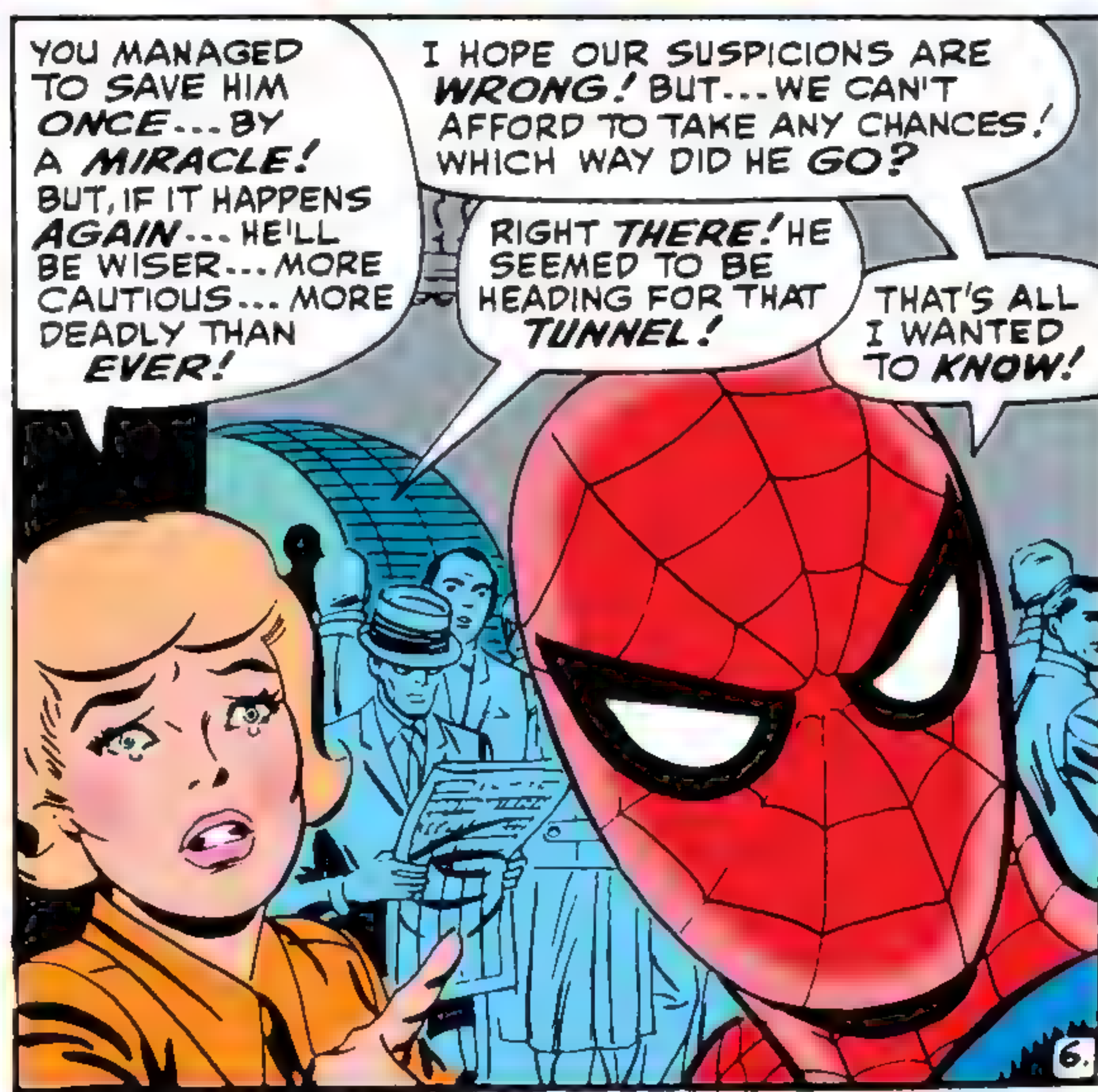
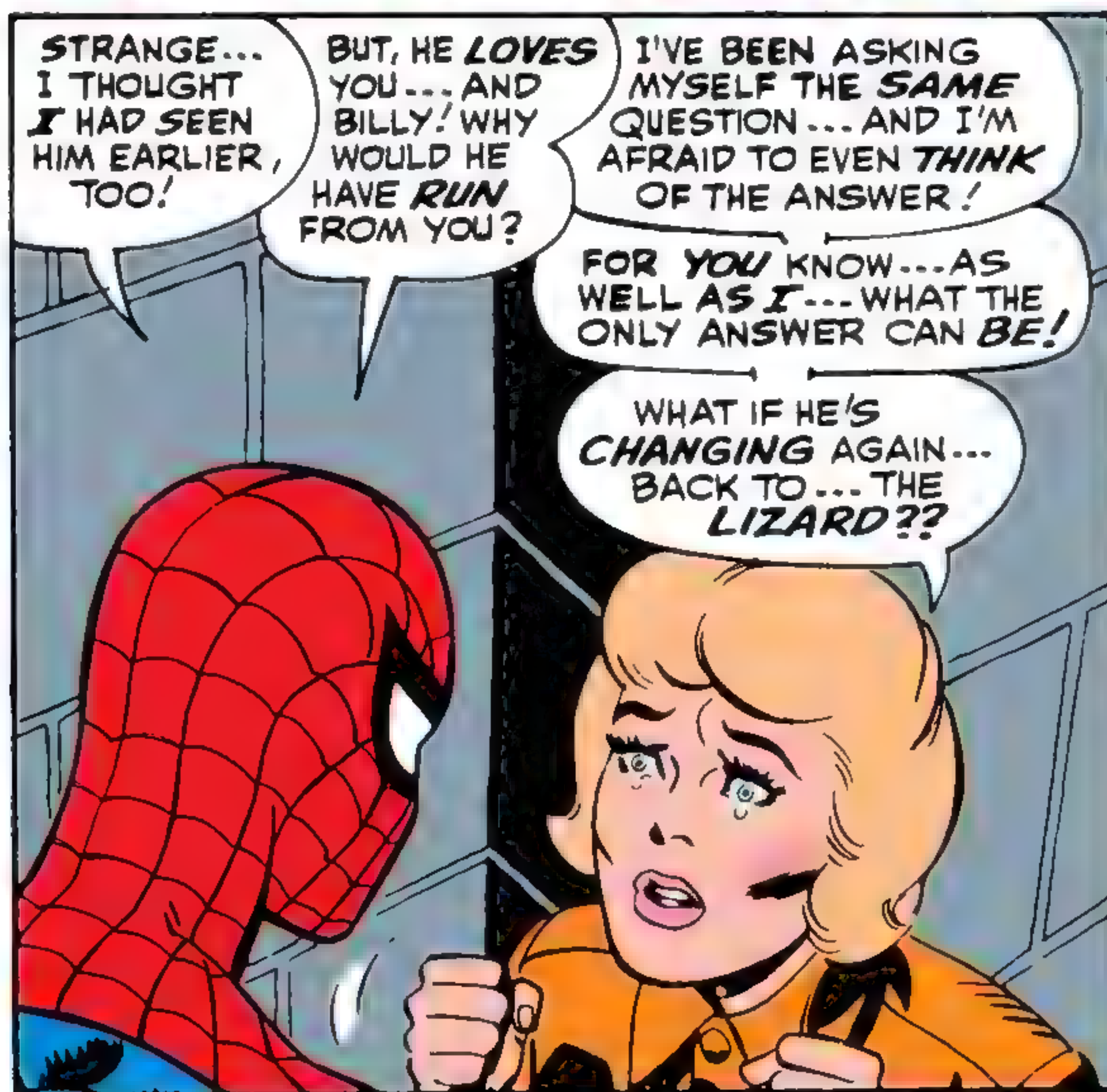
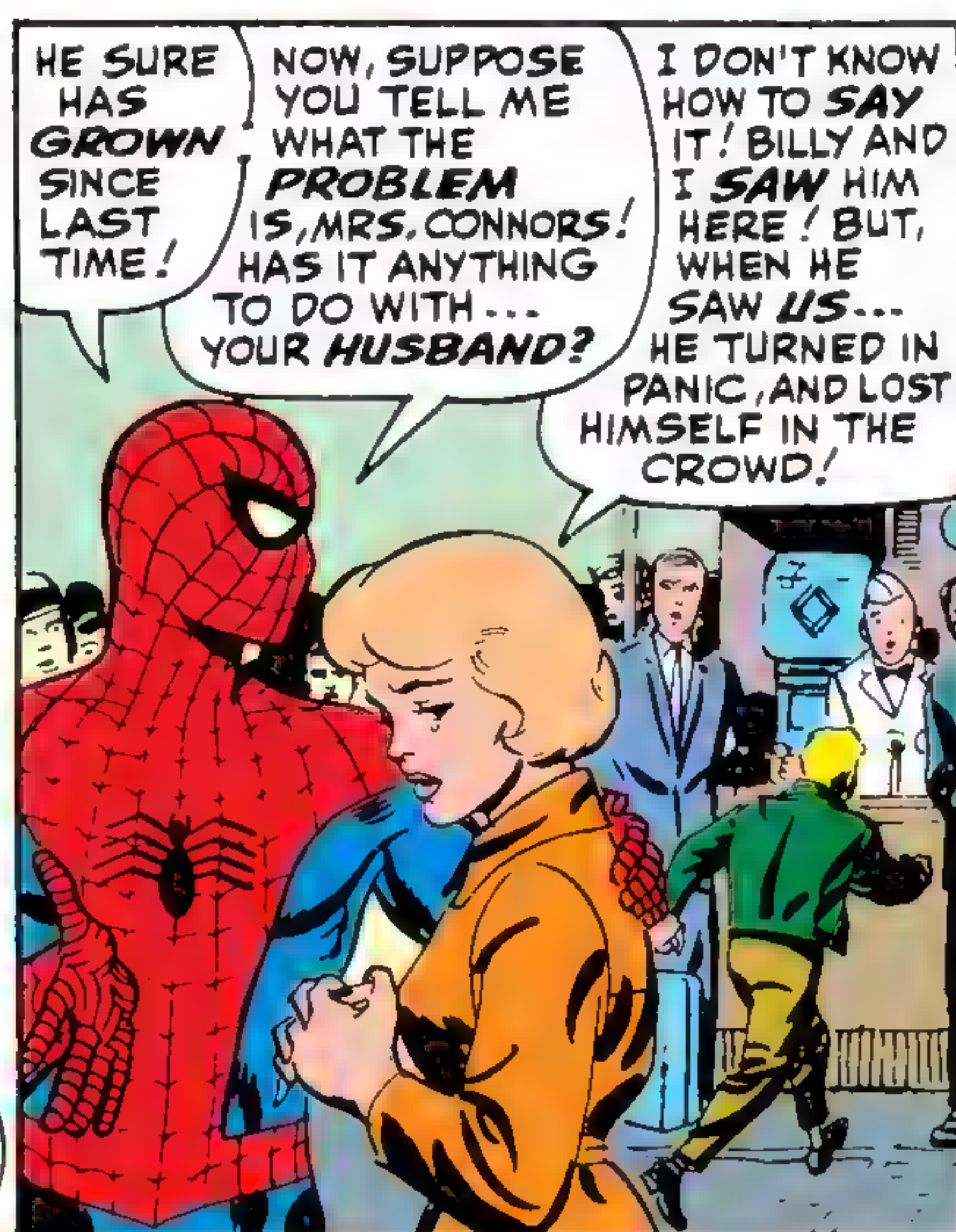
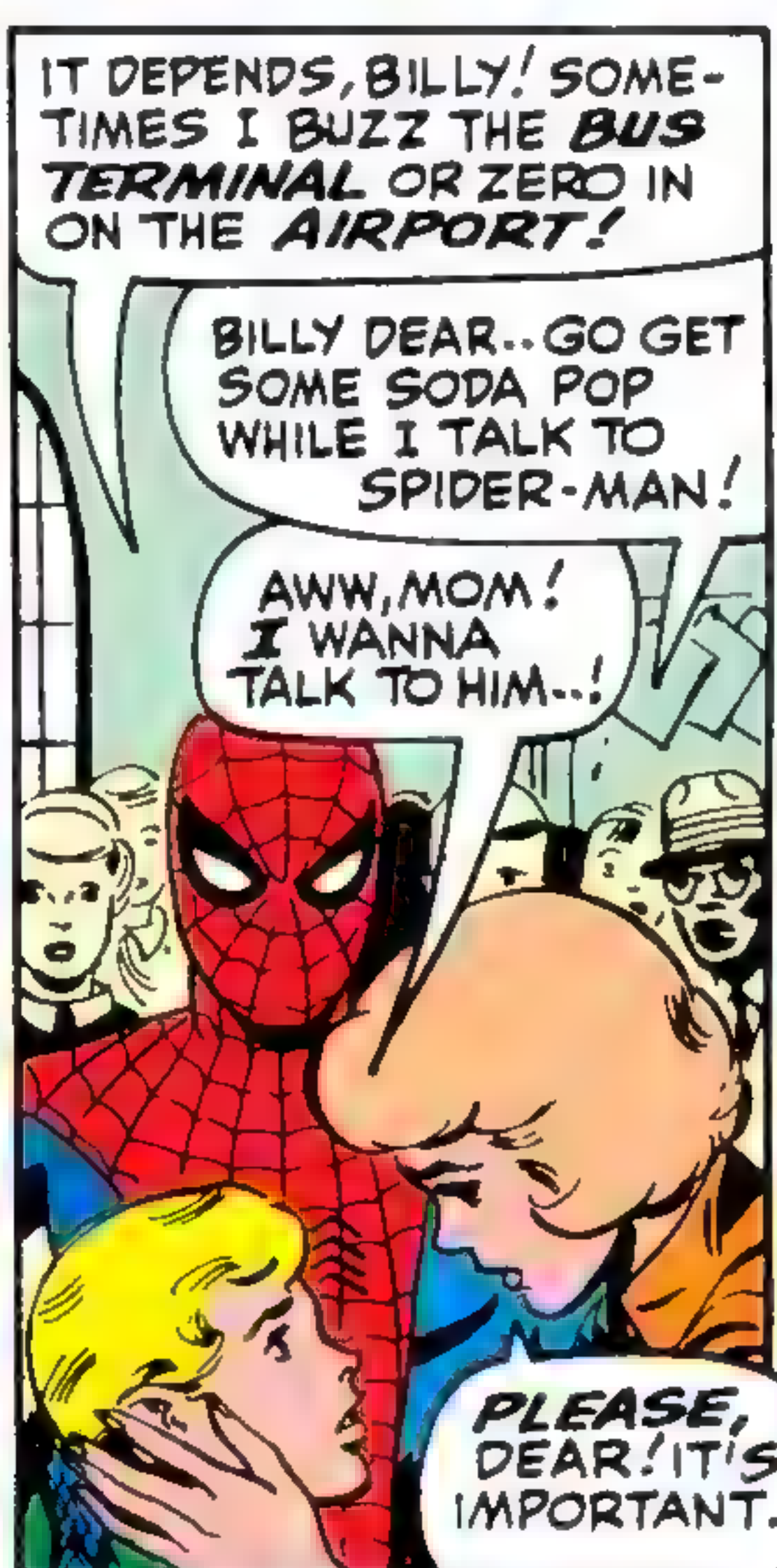
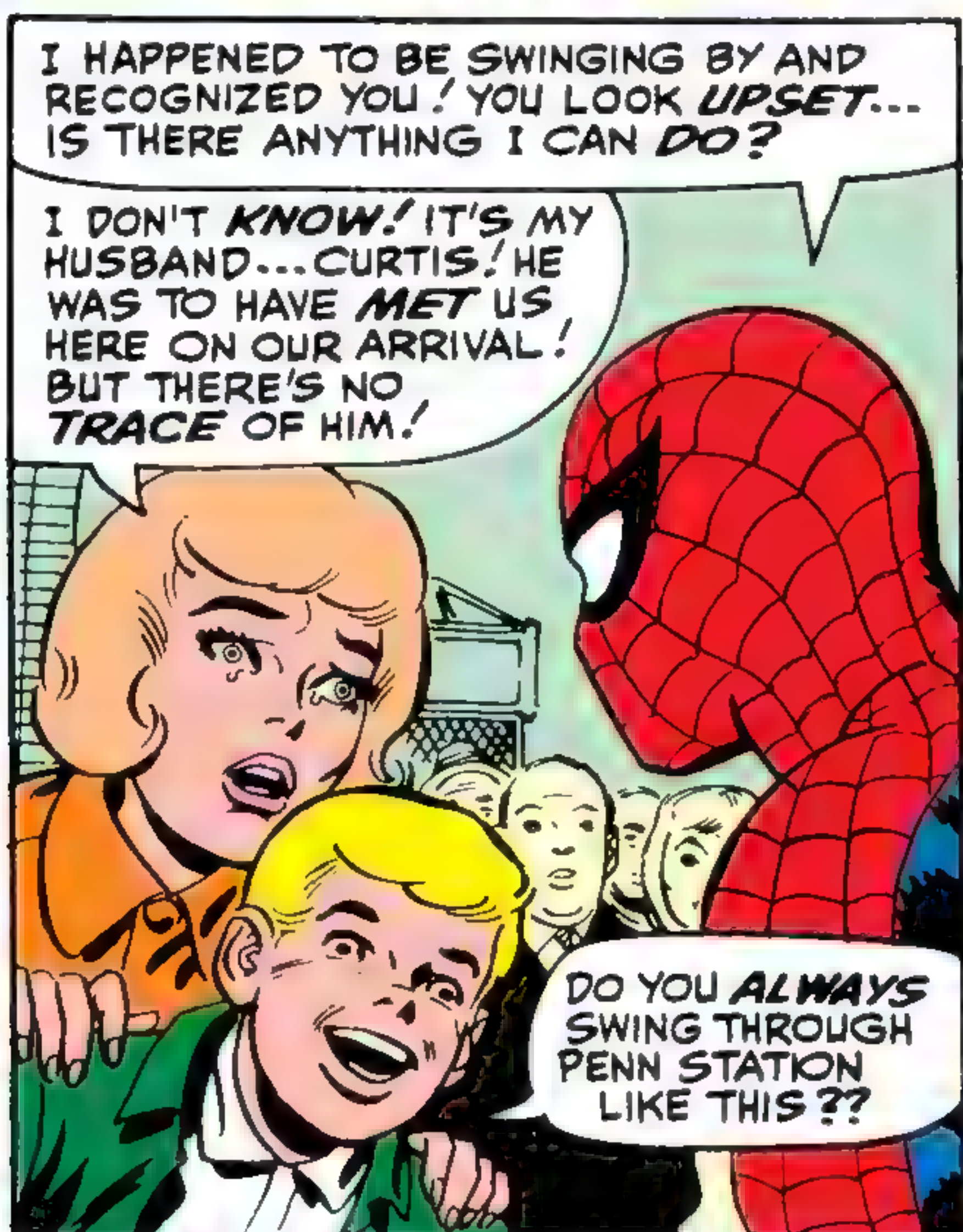
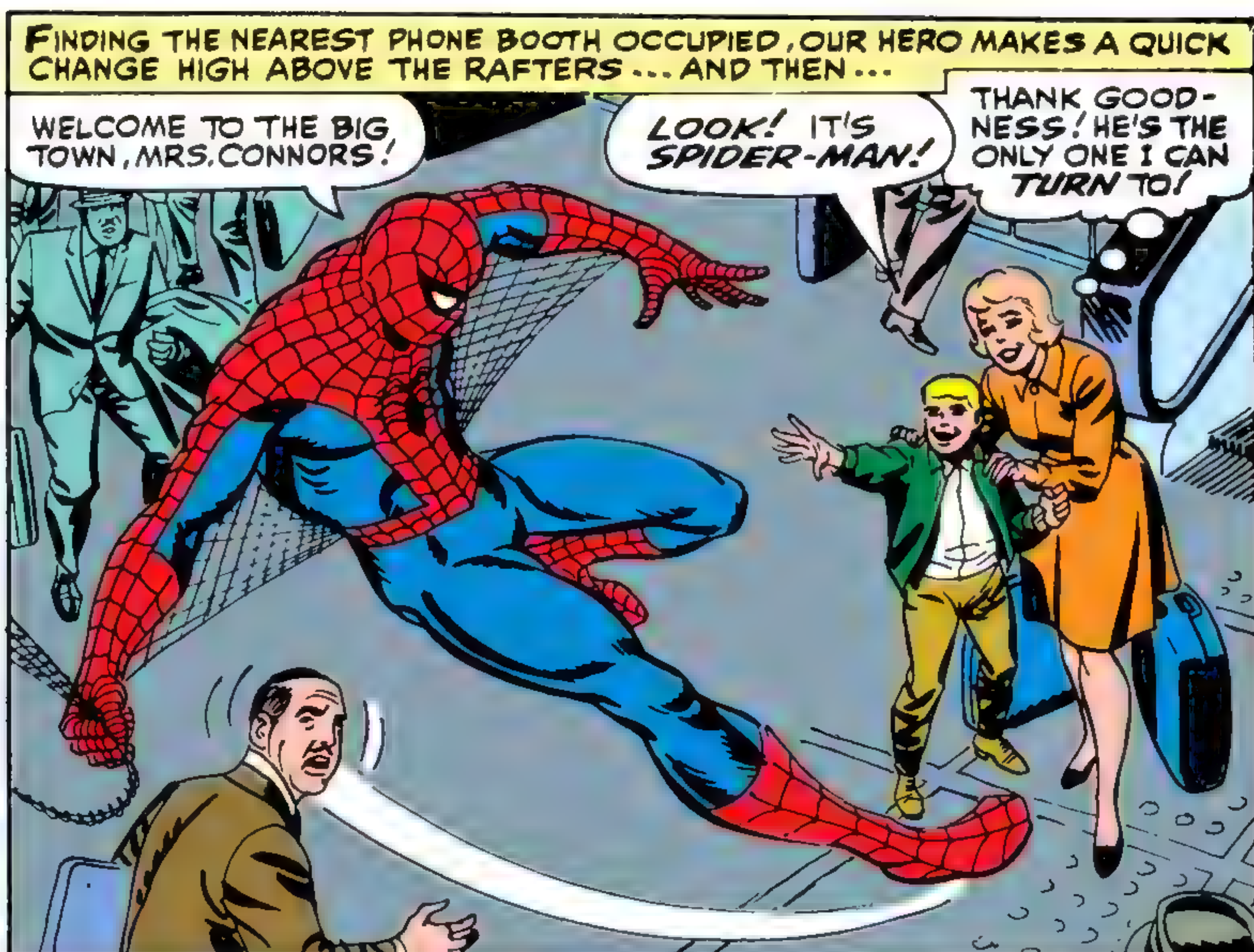
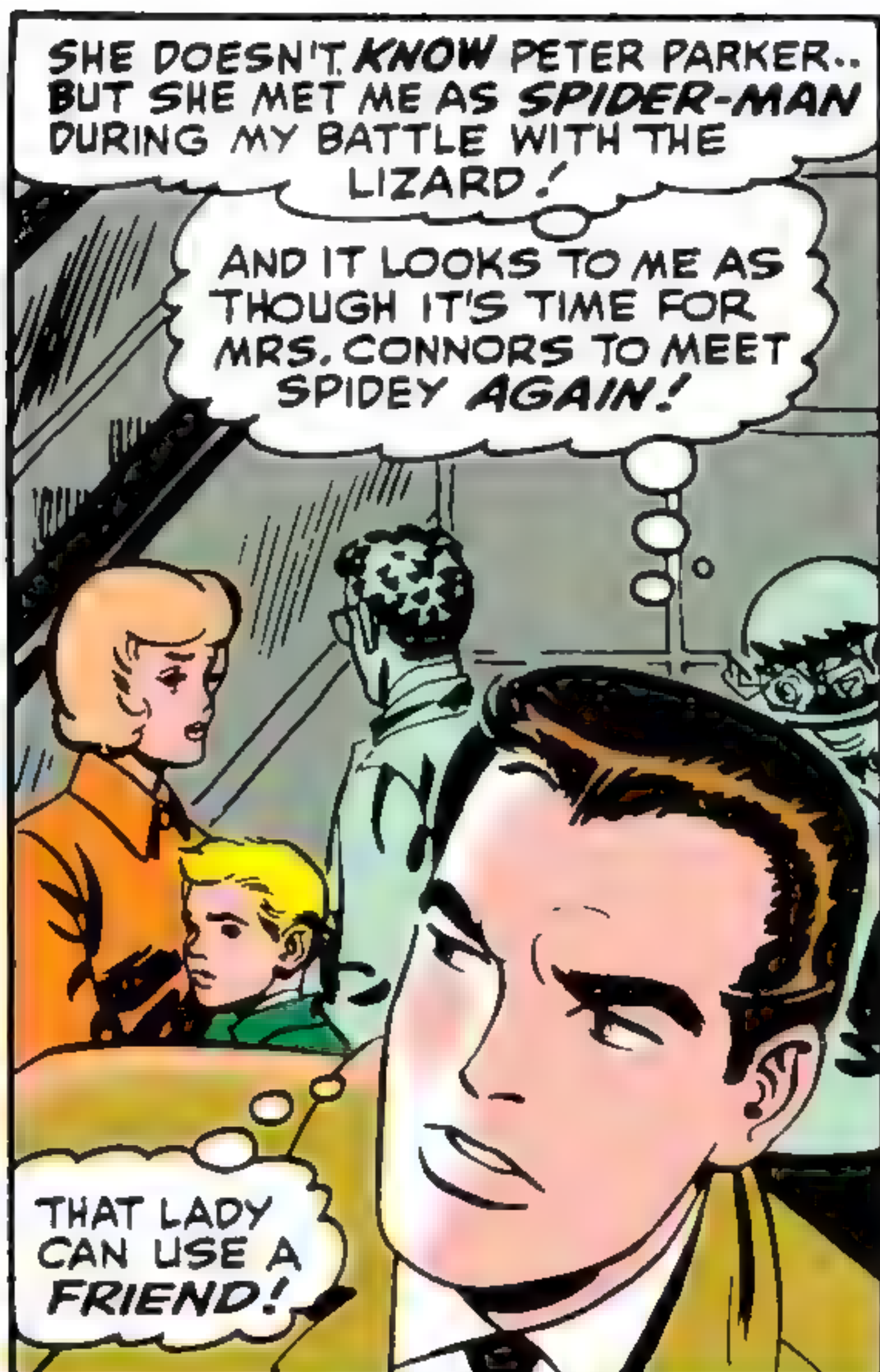
THAT'S **MRS. CONNORS**... THE **DOC'S** WIFE, THEN IT WAS HIM I SAW! BUT... SHE'S IN **TEARS!**

DON'T WORRY, BILLY! WE'LL FIND HIM... SOMEHOW...

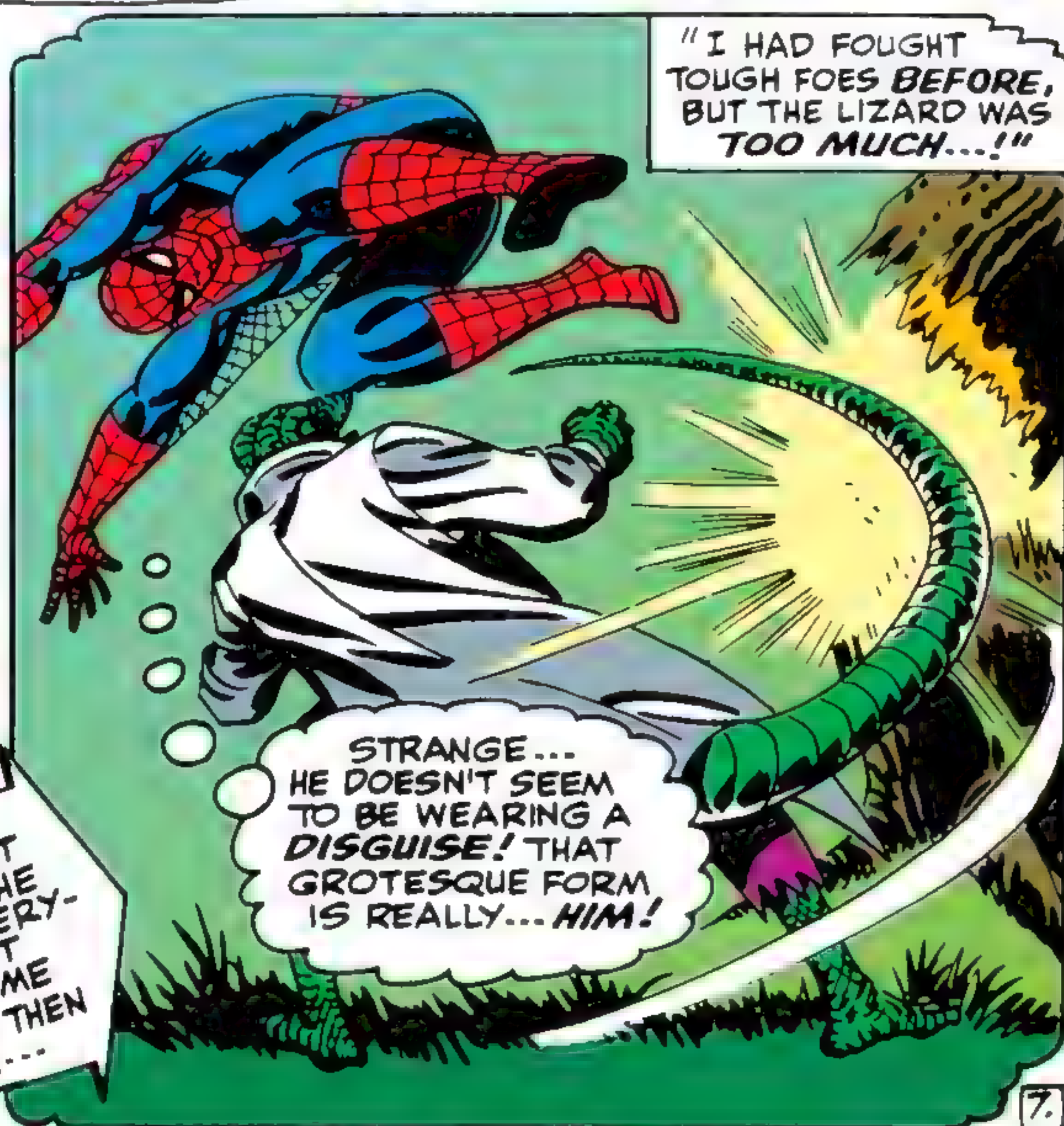
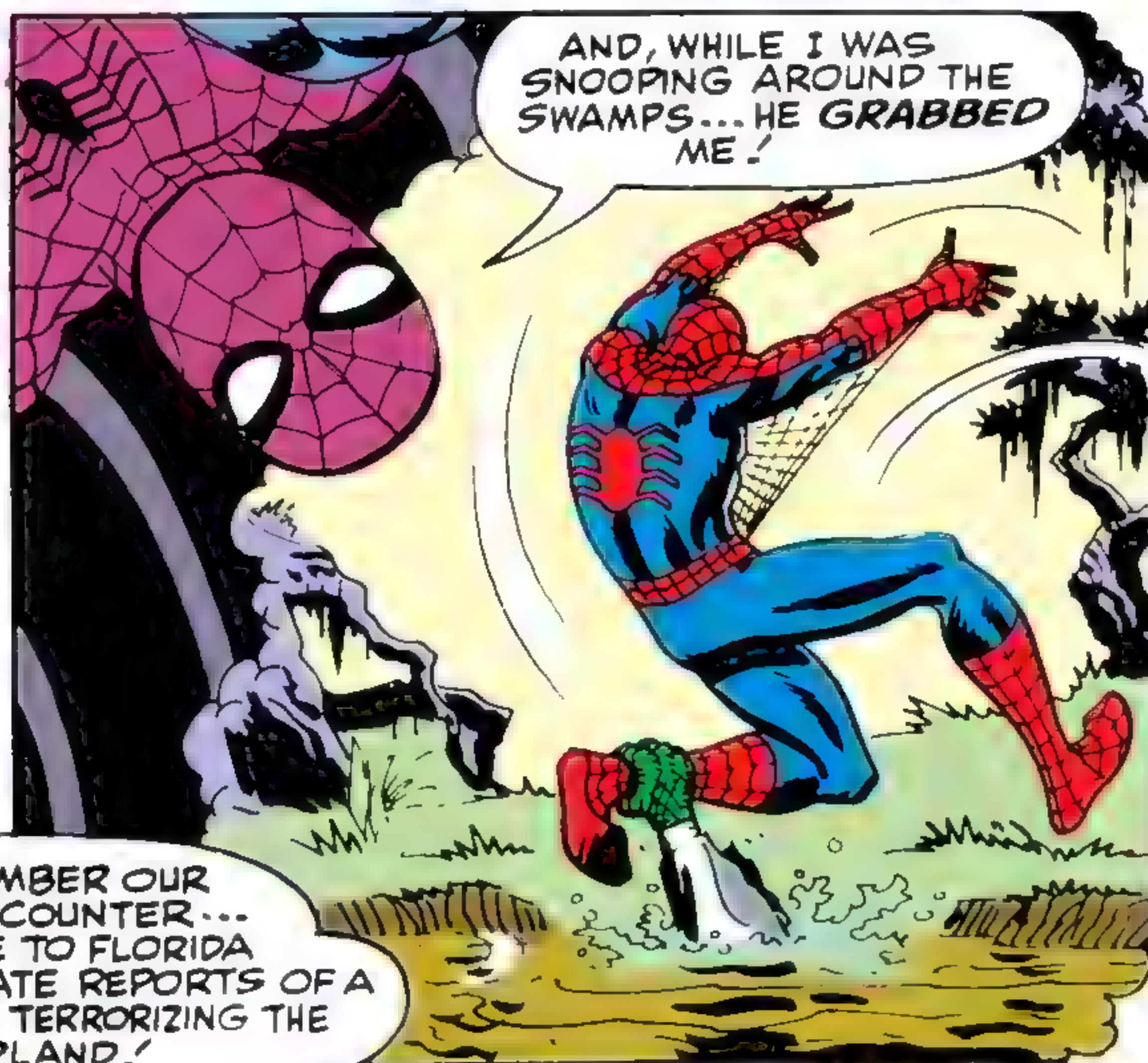
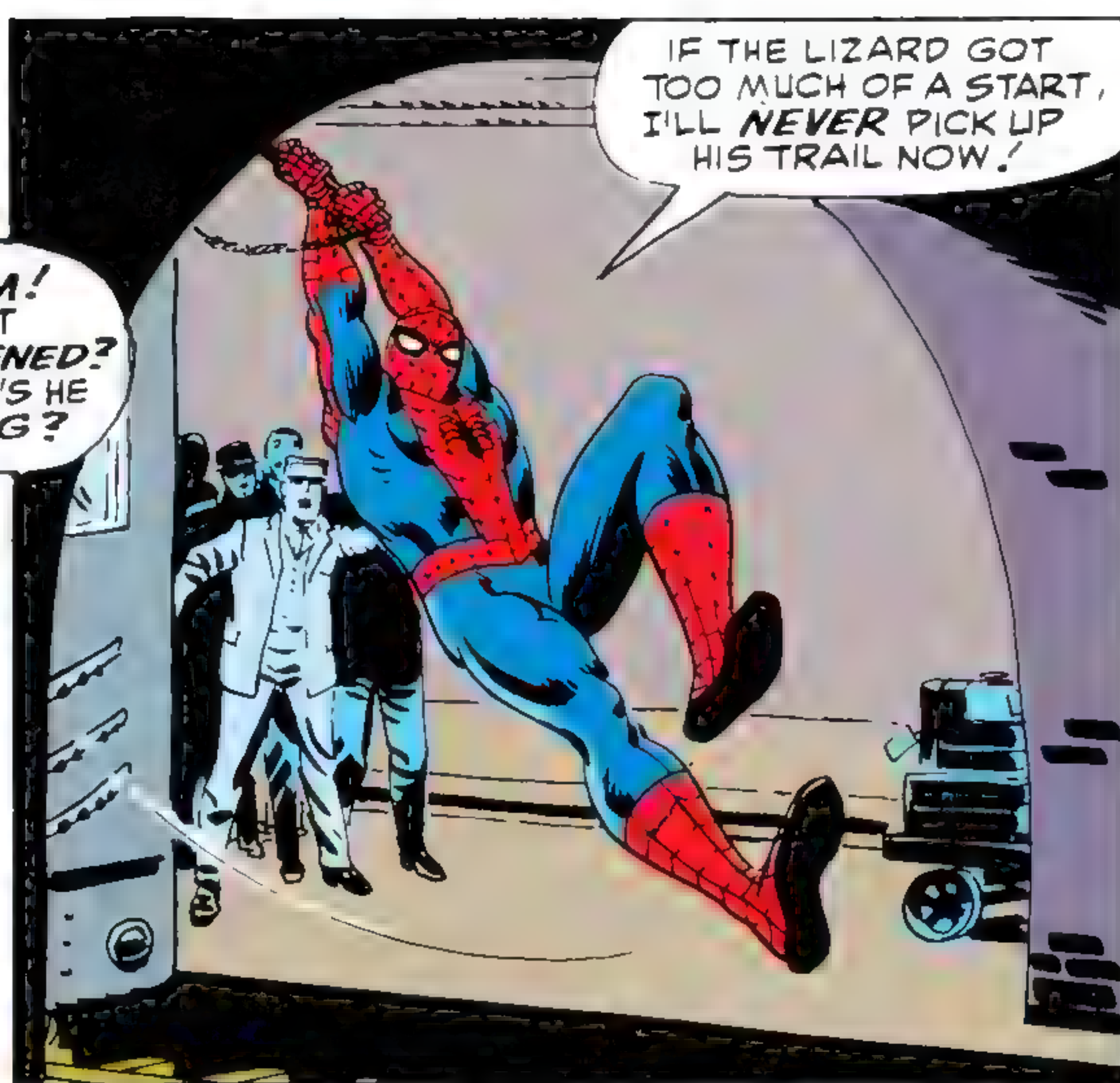
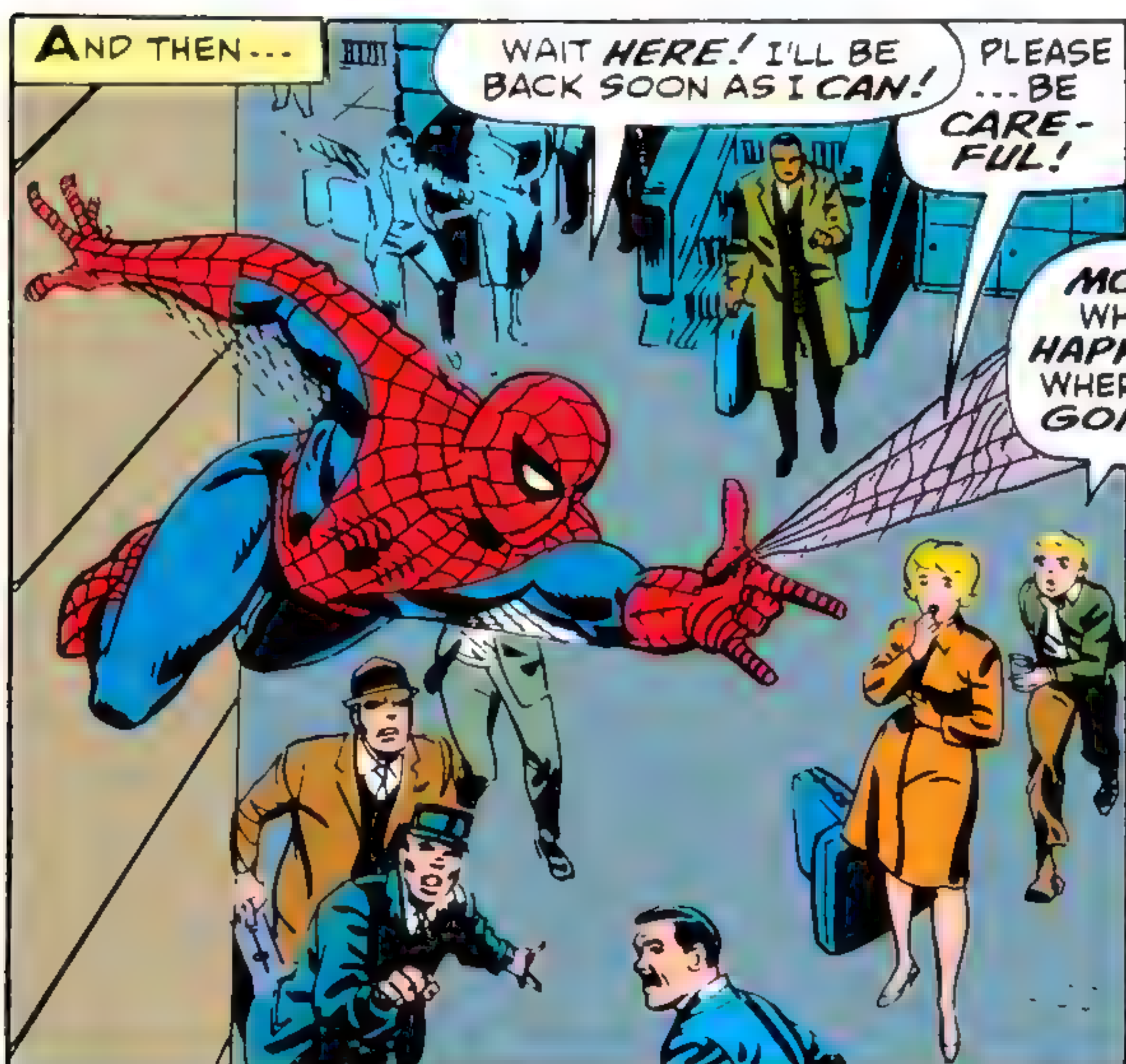
I DON'T KNOW WHAT'S **WRONG**, BUT SOMETHING TELLS ME I'D BETTER FIND **OUT!**

MOM... WHAT'LL WE **DO!** WHERE'LL WE **GO?**

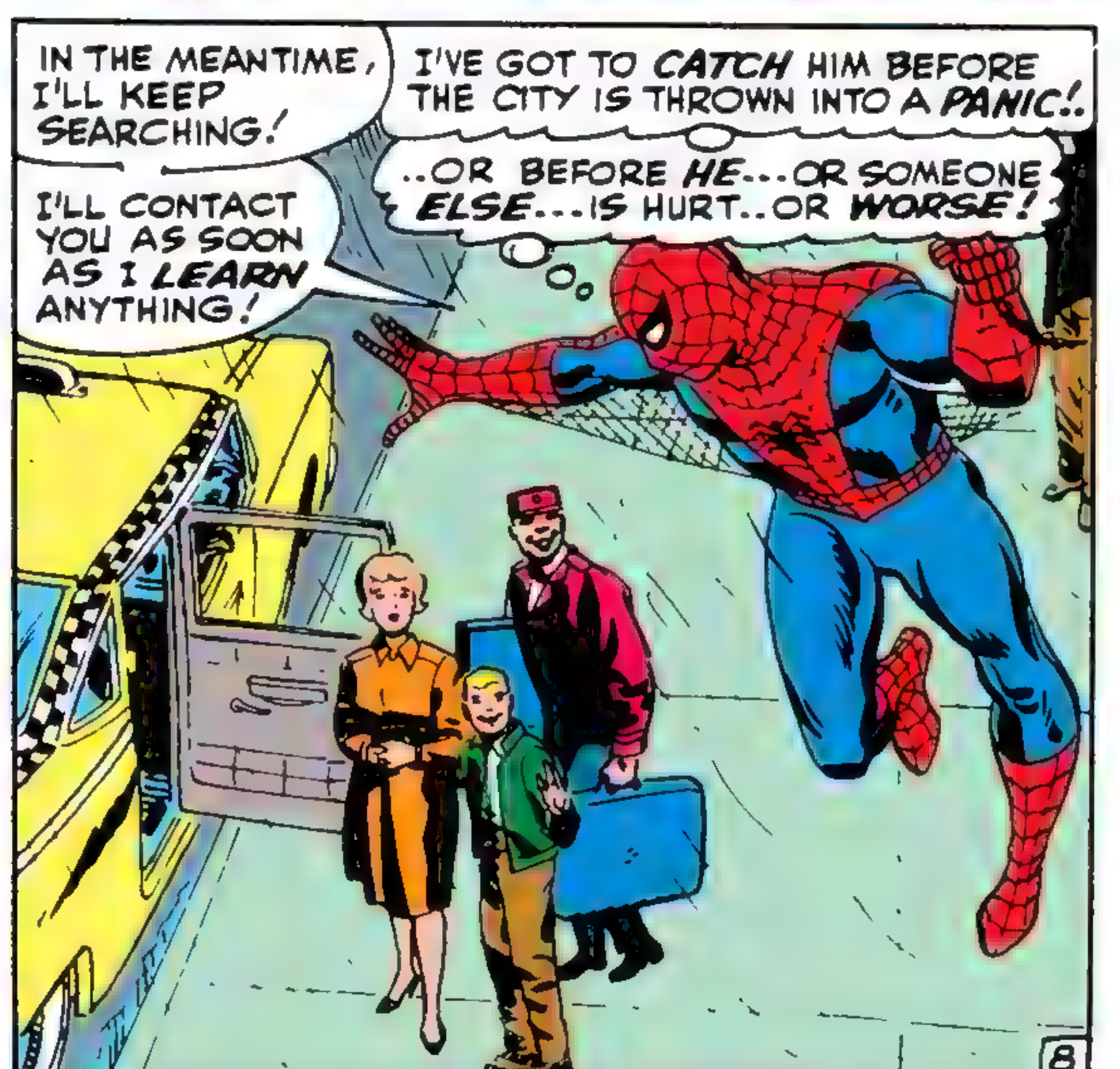
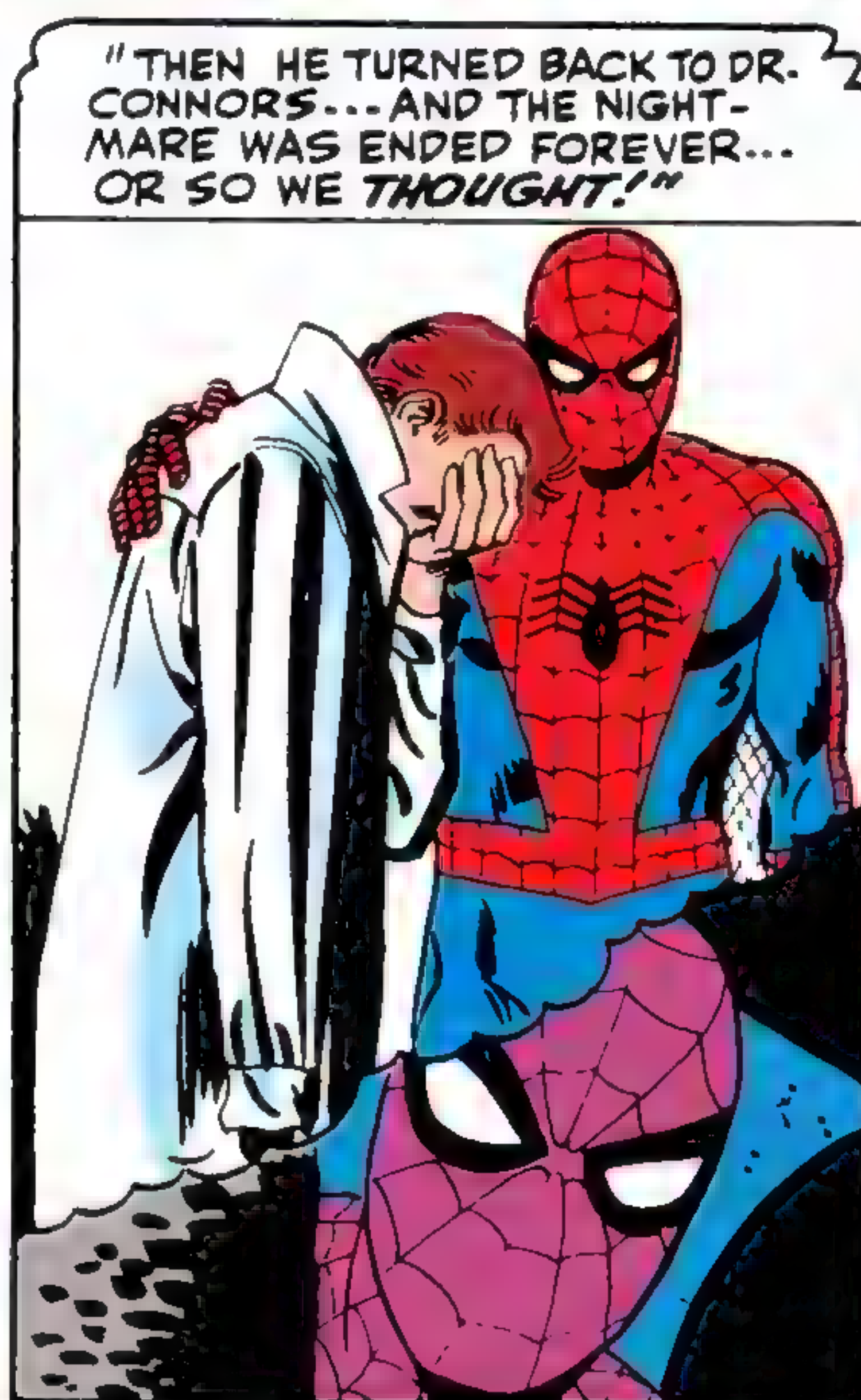
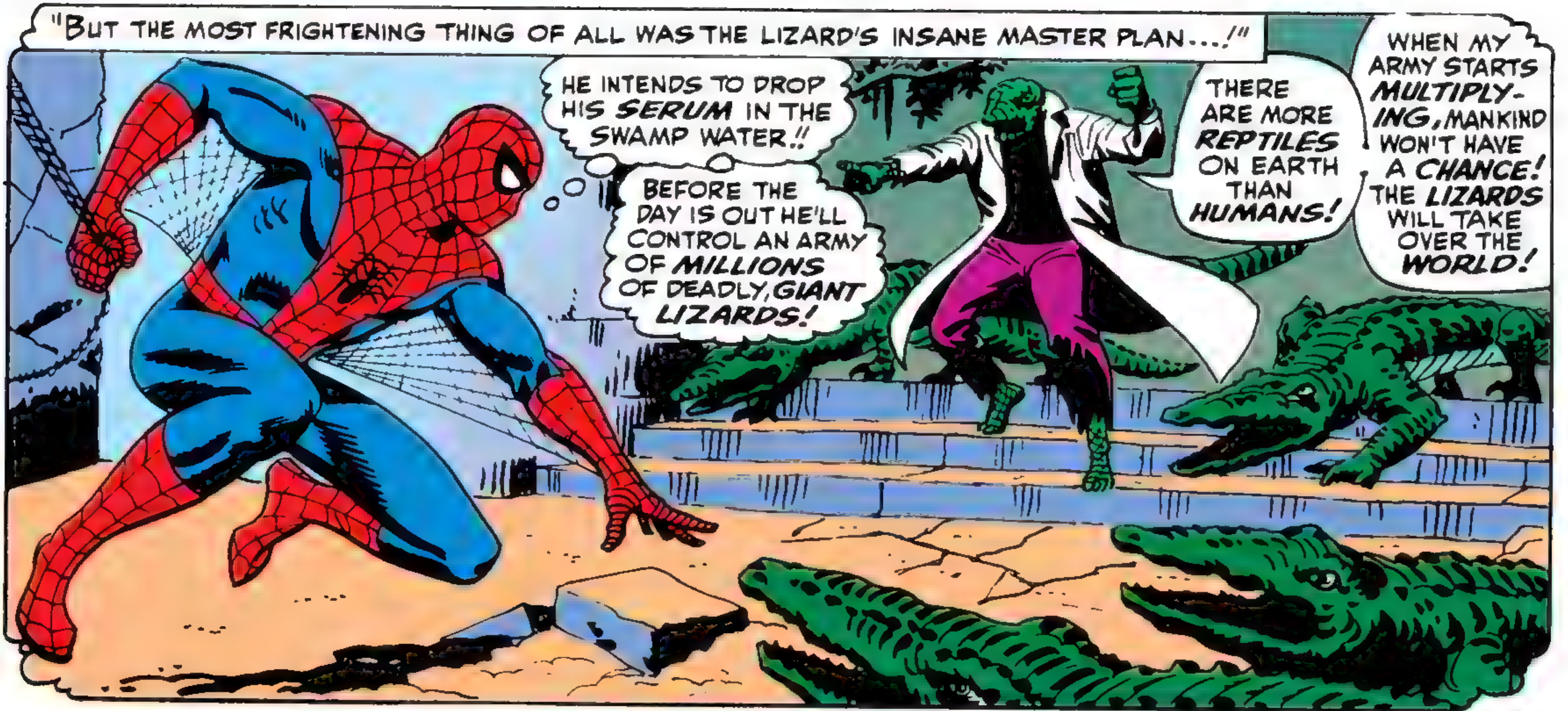














BUT THEN, AFTER NEARLY AN HOUR OF FUTILE SEARCHING...

IT'S NO USE! THE CITY'S TOO BIG... AND HE'S TOO CRAFTY!

I'LL HAVE TO WAIT FOR HIM TO MAKE THE NEXT MOVE!

AND WHILE I'M WAITING, THERE'S ANOTHER PROBLEM I'D BETTER WRESTLE WITH!

I'VE GOT TO SCRAPE UP ENOUGH MONEY TO PAY FOR AUNT MAY'S TRIP!

IF I CAN ONLY SELL JONAH A SPECIAL PHOTO FEATURE ON THE LIZARD!

EXCEPT FOR MRS. CONNORS... AND BILLY... I'M STILL THE ONLY ONE WHO KNOWS HE REALLY EXISTS!

I'D BETTER HEAD FOR THE BUGLE!

AND, AT THE OFFICE OF THE DAILY BUGLE...

HI, BETTY! I WAS HOPING I'D SEE YOU... TO WISH YOU LUCK ON YOUR ENGAGEMENT TO NED!

THANKS, PETER! NED AND I WILL WANT YOU AT THE WEDDING... SOON AS WE SET THE DATE!

WOULDN'T MISS IT FOR THE WORLD, BETTY!

I REALLY MEAN IT! I COULDN'T BE HAPPIER FOR HER!

I CAN HARDLY BELIEVE THAT I ONCE THOUGHT I WAS IN LOVE WITH HER! NOW, SHE'S LIKE A SISTER TO... UH-OH!

HI, MR. JAMESON! CAN I SEE YOU FOR A MINUTE?

LOOK ALL YOU WANT TO! IT'S A FREE COUNTRY!

REMEMBER SOMEONE CALLED THE LIZARD?

IF I COULD FIND HIM AGAIN AND GET SOME SHOTS, WOULD YOU BE INTERESTED IN A PICTURE STORY ON HIM?

COME OFF IT, PARKER! YOU KNOW THERE'S NO SUCH GUY!

BUT IT'S ABOUT TIME YOU BROUGHT ME SOMETHING WORTH PRINTING! PERSONALLY, I THINK YOU LOST THE OL' PIZZAZZ!

CAN'T GIVE UP NOW! I'VE JUST GOT TO GET THAT MONEY... NO MATTER WHAT!

THEN, SUPPOSE I'M LUCKY ENOUGH TO GET SOME NEW PIX OF SPIDER-MAN? HE'S ALWAYS NEWSWORTHY!

FORGET IT! I'M THROUGH GIVING THAT PHONY WALL-CRAWLER FREE PUBLICITY!

WELL, HOW ABOUT AN EXPOSE THAT'LL PROVE HE'S A MENACE?

NOW YOU'RE TALKIN', KID!

HMMM... PARKER'S AFTER A STORY AGAIN!

I'VE ALWAYS WONDERED HOW HE MANAGES TO GET MORE PICTURES OF SPIDER-MAN THAN ANYONE ELSE!

YOU BRING ME SOME PIX THAT'LL MAKE THAT FINKY FREAK LOOK BAD, AND I'LL GIVE YOU A MEDAL, HEAR?

IF IT'S ALL THE SAME TO YOU, MISTER... I'LL TAKE HARD CASH!

SURE, PARKER... SURE! EVERYONE KNOWS HOW GENEROUS I AM!

I WONDER IF IT ISN'T TIME FOR THE MAN NAMED PATCH TO START TAILING PARKER?

SOMETHING TELLS ME THERE COULD BE A STORY IN IT! AND IF THERE IS, FRED FOSWELL WANTS IT!

BE SEEING YOU, BETTY!

SO LONG, PETER! SAY HELLO TO YOUR AUNT MAY FOR ME!

SPEAKING OF SPIDER-MAN JUST GAVE ME AN IDEA!

FOSWELL! DIG UP THE NAME OF THAT COP WHO HELPED HIM DURING HIS FIGHT WITH THE RHINO!

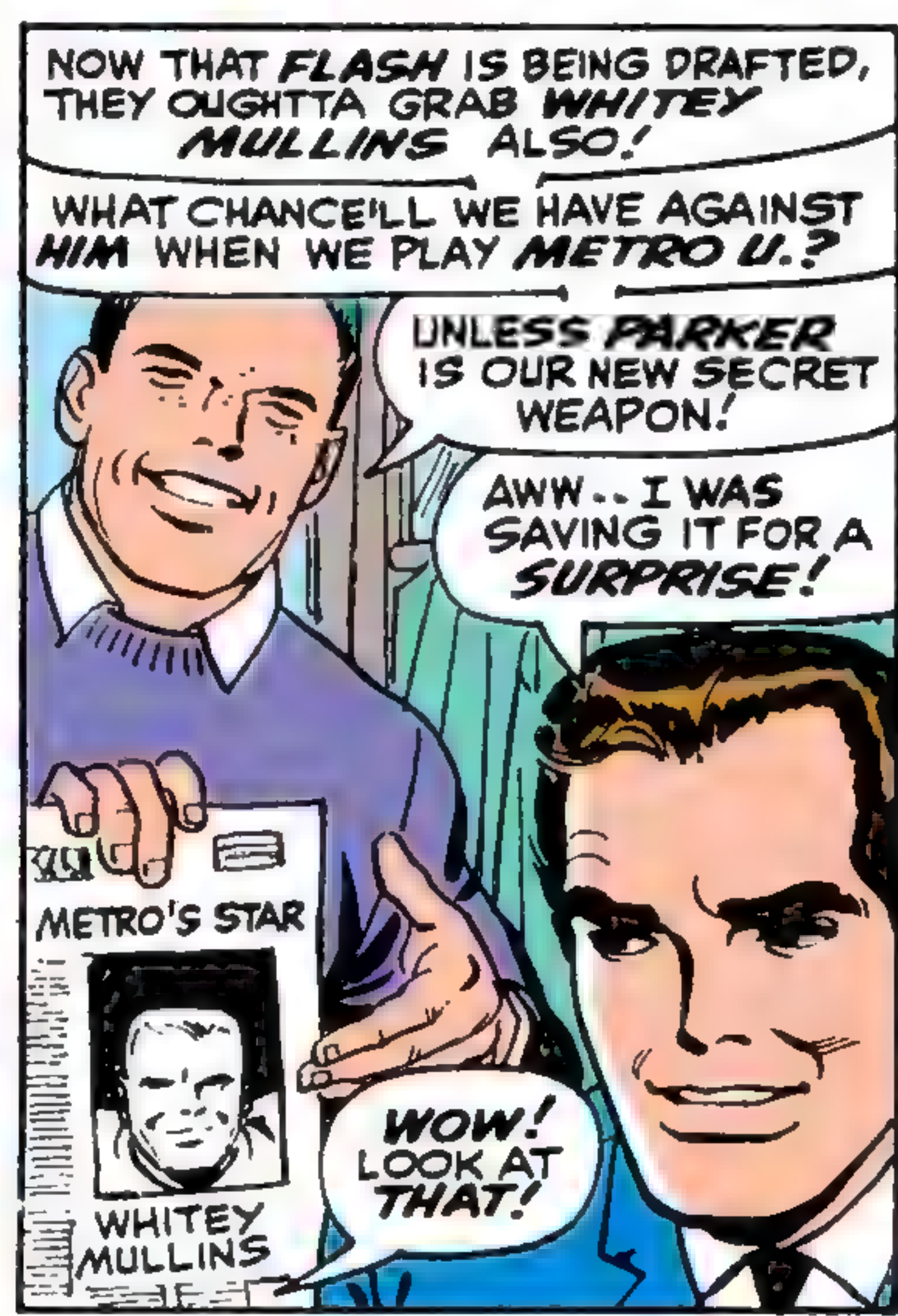
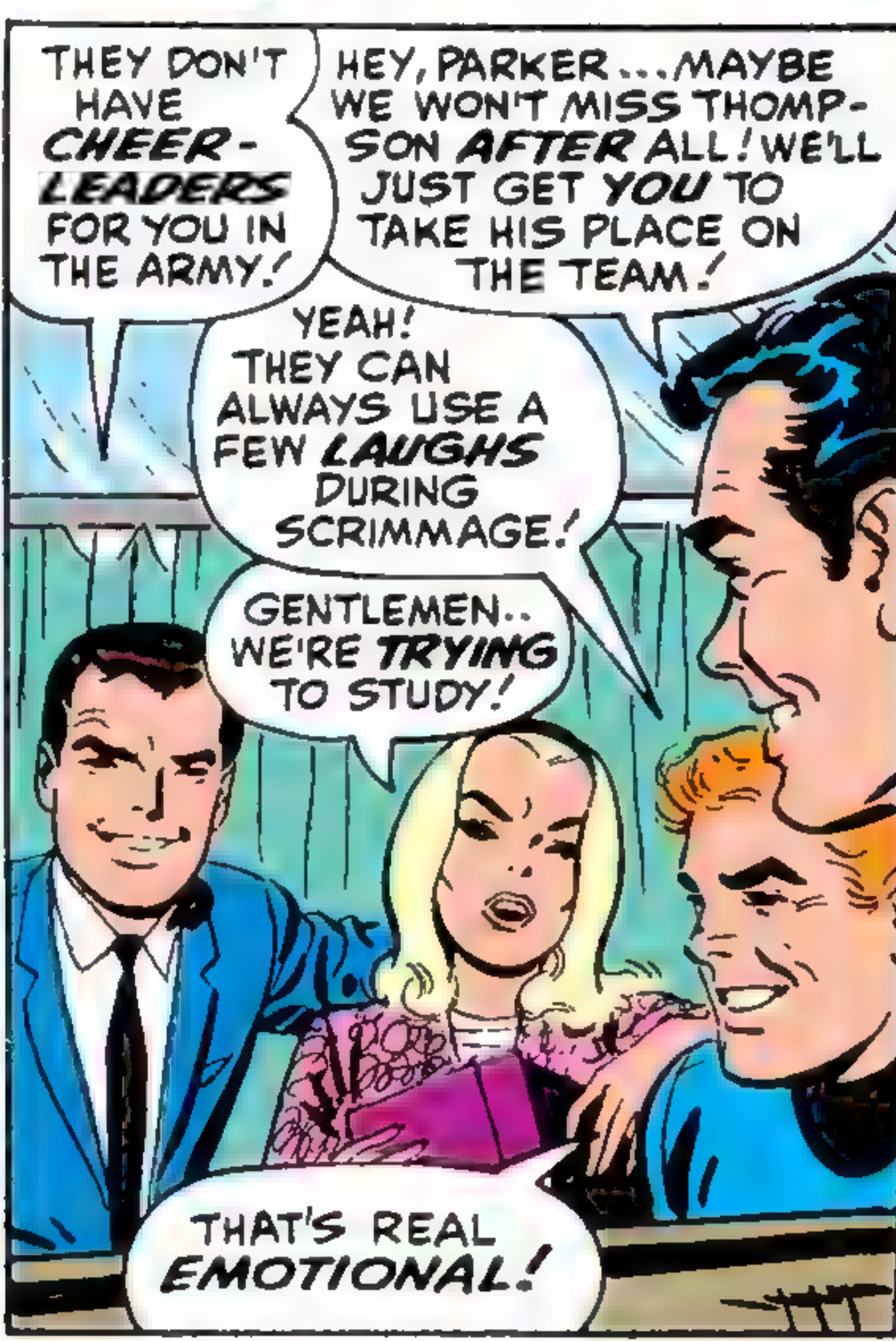
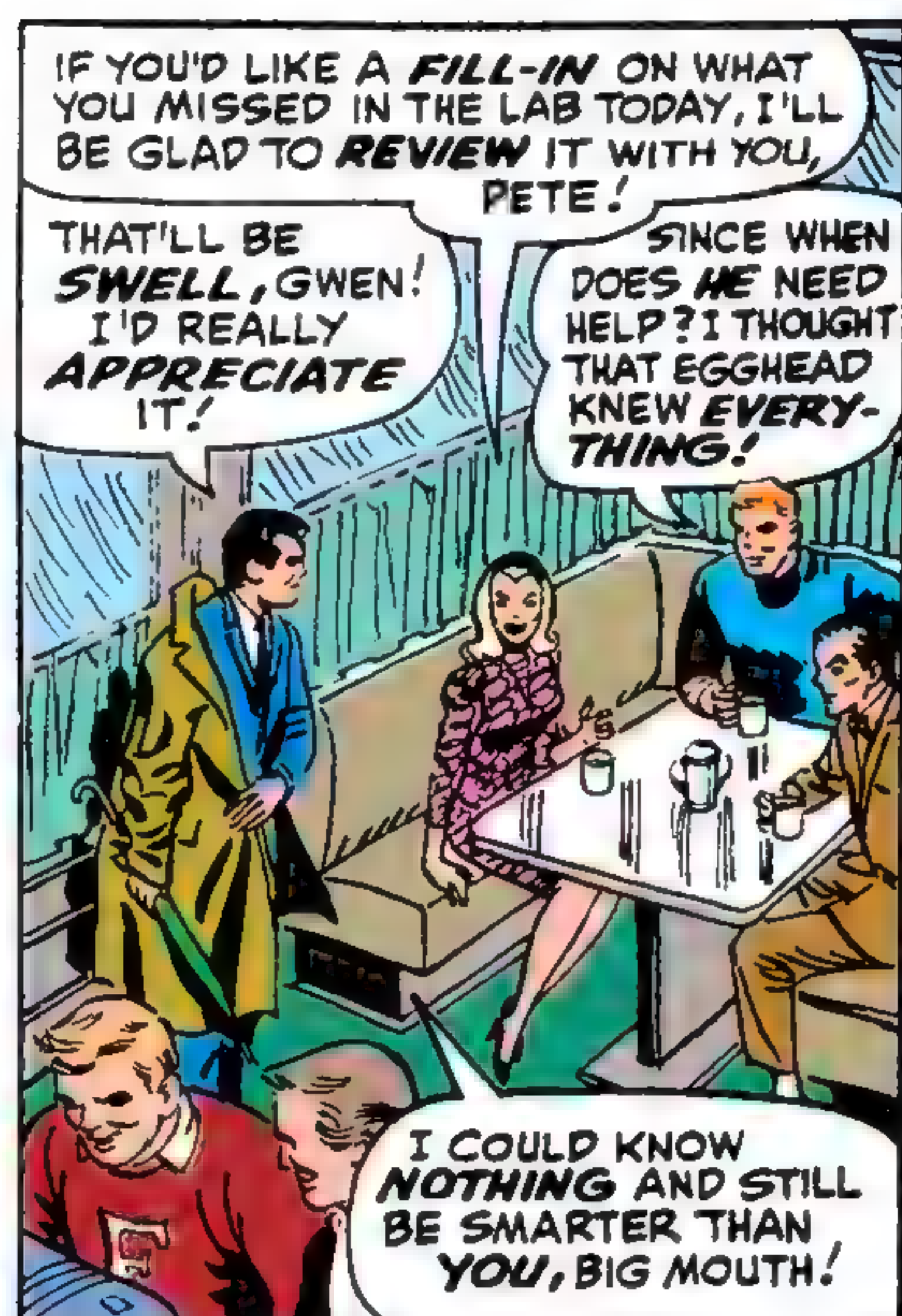
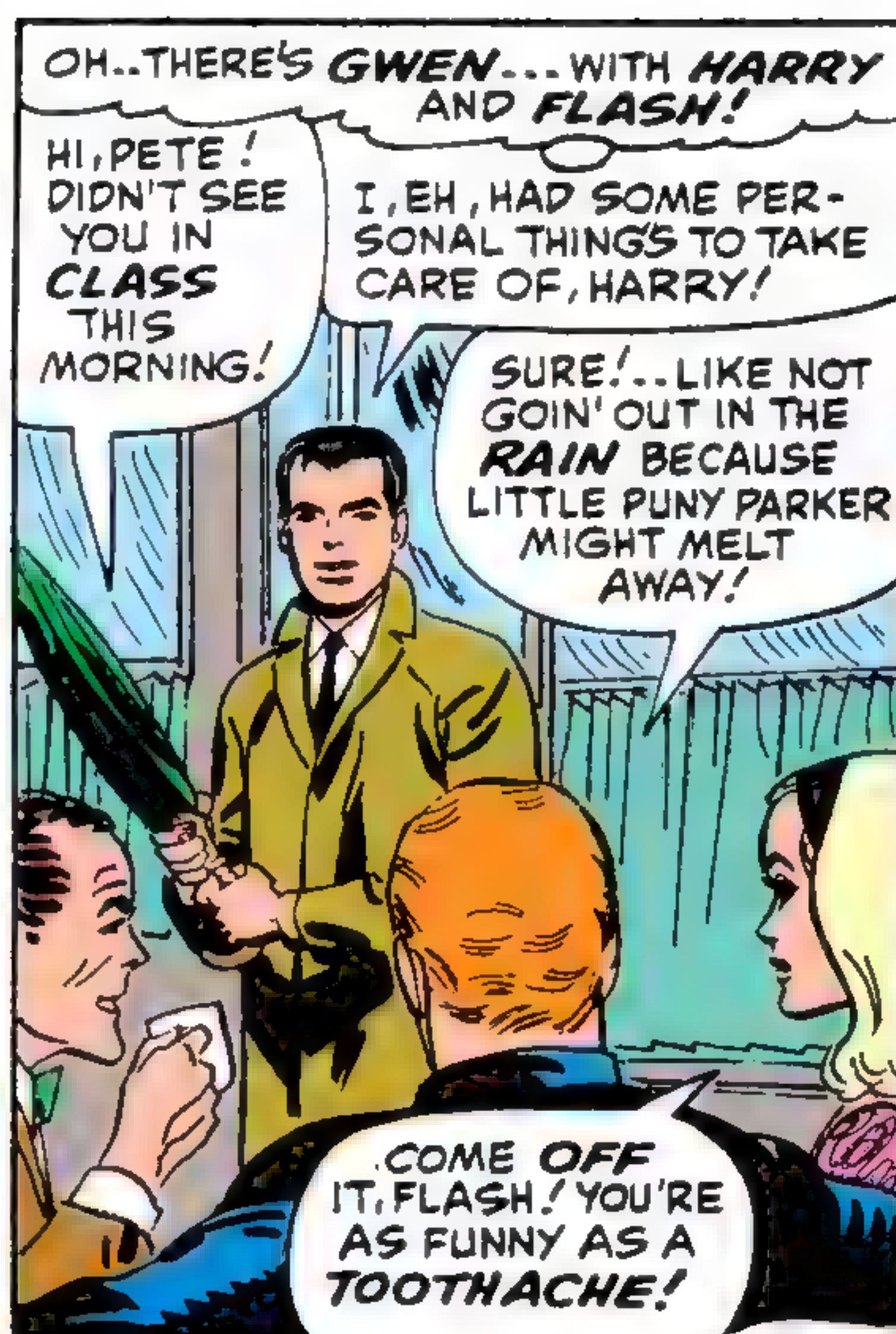
MAYBE WE CAN RUN A PROFILE STORY ON HIM!

I'LL GET ON IT SOON AS I CAN, JJ!

YOU'LL GET ON IT NOW, MISTER!

THAT'S WHAT I MEANT!







THEN, AFTER THE INTROS ARE FINISHED...

TELL ME, DOLL--DID YOU WANNA **MEET** ME BECAUSE I'M A **FOOTBALL STAR**--OR BECAUSE I'M ABOUT TO BECOME A **WAR HERO**?

NEITHER, DAD! IT'S YOUR **SHYNESS** THAT GRABS ME!

SO YOU'RE GWEN STACY I'VE HEARD PETER **MENTION** YOU!

HOW NICE!

I DUNNO WHAT PARKER **HAS**... BUT I'D SURE LIKE TO **GET** ME SOME!

NOW, PETEY-O, SUPPOSE YOU WAVE BYE-BYE TO ALL THESE NICE PEOPLE...

THERE'S ONLY **ONE** ANSWER! IT'S A **SORORITY INITIATION**! SHE'S GOTTA DATE THE MOST **NOTHING** GUY IN TOWN... SO SHE PICKED **PARKER**!

BECAUSE YOU'RE **CUTTING OUT** NOW, TO TAKE MARY JANE TO A LITTLE SPOT I KNOW WHERE THEY'VE GOT THE **GROOVIEST GUITARIST** IN TOWN!

LET'S **FACE** IT, SON! SHE DOESN'T **LOOK** AS THOUGH ANYONE'S **TWISTING** HER ARM!

I GUESS I'LL HAVE TO TAKE A **RAIN CHECK** ON THAT SCIENCE REVIEW, GWEN!

MMM... GLAD YOU'RE LETTING YOUR **HAIR** GROW, **TIGER**!

GWEN CERTAINLY **FROZE UP** FAST! I WONDER IF SHE'S **JEALOUS**?

DON'T WORRY ABOUT HIS **LESSON**, LADY!

BUT, IF SHE **IS**... IS IT BECAUSE OF **ME**... OR BECAUSE **FLASH** MADE SUCH A FUSS OVER MARY JANE?

GOING OUT WITH **ME** CAN BE A WHOLE **EDUCATION** IN ITSELF!

WHERE'D YOU PARK THE **WHEELS**, PETEY?

EH... I DIDN'T **BRING** THE **CYCLE** TODAY!

OH WELL... NO SWEAT! WE CAN GRAB A **BUS**!

I'D RATHER WAIT TILL YOU **RE-PAINT** IT, ANYWAY! **ANY** COLOR WOULD BE JAZZIER THAN THAT ICKIE **BLEHHH** IT IS NOW!

TELL ME, M.J... DON'T YOU EVER STOP TO CATCH YOUR BREATH?

LIKE **WHY**, DAD? THERE'S TOO MUCH **HAPPENING** ALL OVER... AND I'M NOT ABOUT TO MISS A **BIT** OF THE ACTION!

I DON'T KNOW WHAT'S GOTTEN **INTO** PETE! EVEN A **SCHOLARSHIP** STUDENT LIKE HIM CAN'T AFFORD TO LET HIS **STUDIES** SLIDE!

AWW, COME **OFF** IT, GWEN! **THAT'S** NOT WHAT'S BUGGIN' YOU! YOU DIDN'T LIKE SEEING THAT NEW **CHICK** WRAP HIM AROUND HER LITTLE FINGER!

BUT DON'T WORRY, KID! ANY GAL WHOSE TASTE IS **THAT** BAD CAN'T BE ANY COMPETITION FOR A DOLL LIKE **YOU**!

FLASH, DO ME A FAVOR...?

SURE, BABY! **NAME** IT!

STOP BREATHING ON ME!

BUT NOW... IT'S **ACTION TIME** AGAIN...

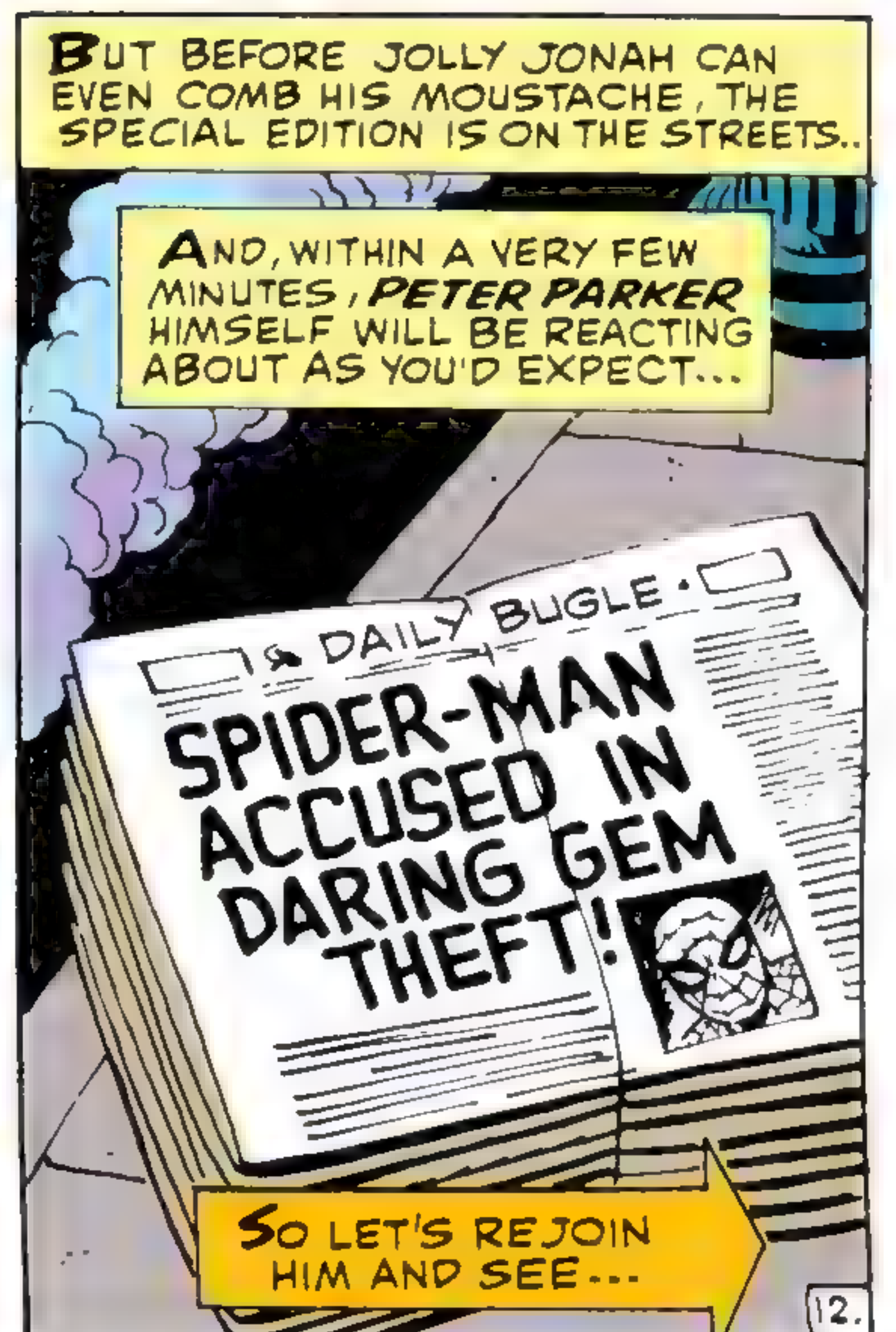
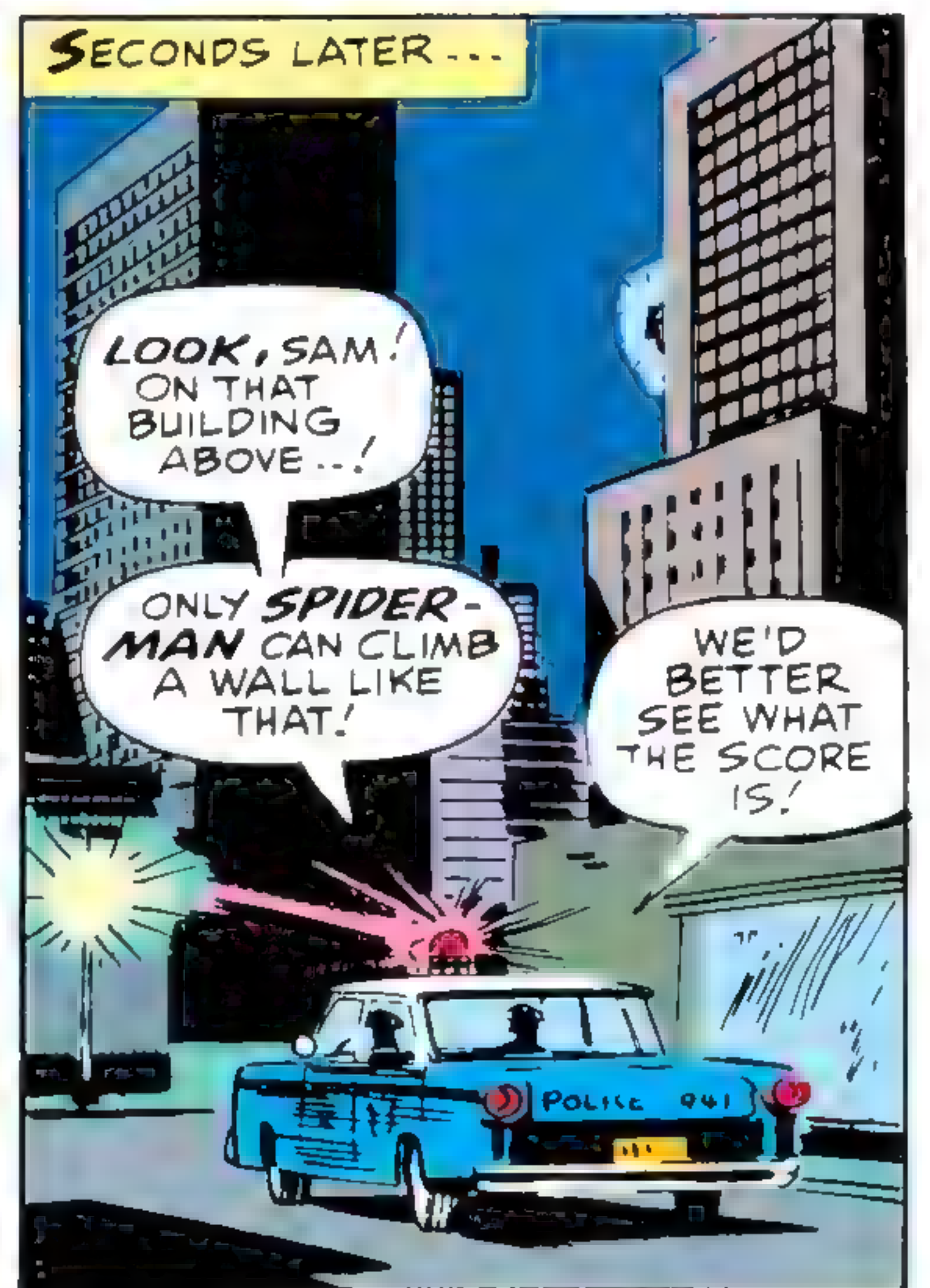
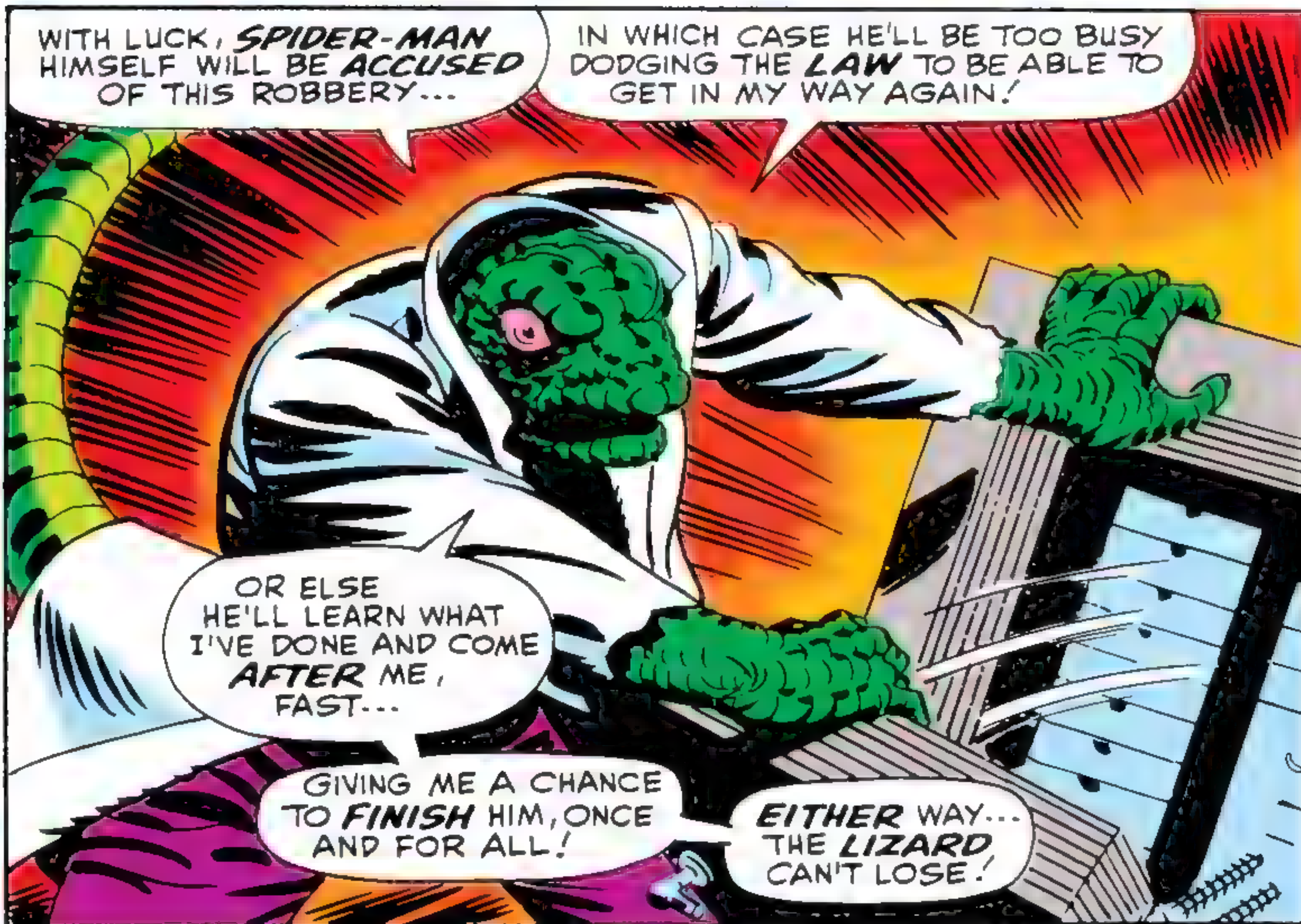
FROM WITHIN A SHADOWY CULVERT, AT THE EDGE OF CENTRAL PARK, AN OMINOUS, SUPER-POWERED FIGURE SILENTLY EMERGES...

I'VE WAITED LONG ENOUGH! MY PLANS ARE **SET**! NOW IS THE TIME FOR THE **LIZARD** TO STRIKE!

BEFORE I HEAD FOR THE FLORIDA SWAMPLANDS TO AGAIN RESUME MY PLAN FOR POPULATING THE EARTH WITH **GIANT LIZARDS**, I'VE ONE THING TO DO...

I'LL MAKE SURE THAT **SPIDER-MAN** NEVER INTERFERES WITH ME AGAIN!







BOY! AN EVENING OUT WITH **MARY JANE** IS LIKE A DOZEN **HOLIDAYS** ROLLED INTO ONE! SHE'S THE MOST... **HEY! WHAT'S THIS?!!**

I WAS NOWHERE **NEAR** THERE LAST NIGHT!

THE **LIZARD!** IT HAD TO BE **HIM!**

I'D BETTER CALL **MRS. CONNORS** RIGHT AWAY!

YOU MEAN YOU DIDN'T HEAR A **THING?** HE DIDN'T CONTACT YOU AT **ALL?**

**NO!** AND, I JUST SAW THE MORNING PAPER! DO YOU THINK--??

DON'T WORRY, **MRS. CONNORS!** I'LL TAKE CARE OF IT!

NO, DON'T WORRY, **MRS. CONNORS!** LET **ME** WORRY! IT SEEMS TO BE WHAT I DO **BEST!**

THE **LIZARD** MUST HAVE **INTENDED** TO FRAME ME! BUT, WHAT DO I **DO** ABOUT IT? I'M STYMIED IF I CAN'T **FIND** HIM!

BUT I JUST CAN'T MISS ANOTHER DAY OF **CLASS!**

AND SO... YOUNG MAN, IF YOU WON'T ANSWER TO **PARKER**, WHAT NAME WOULD YOU **LIKE** ME TO CALL YOU?

HE NEVER APPEARS IN **DAYLIGHT!** I'LL HAVE TO WAIT TILL **NIGHT-FALL!**

IF I COULD JUST **FORGET** ABOUT HIM TILL THEN!

**PETE!** FOR GOODNESS SAKE... **WAKE UP!**

AND SO IT GOES FOR THE REST OF THE MORNING, UNTIL... SAY, PETE...

I TELL YOU **SPIDEY'S INNOCENT!** WHY WOULD HE WANNA STEAL ANY CRUMMY **JEWELS?**

GOOD OL' **FLASH!** DEFENDING ME, AS USUAL! IF HE ONLY **KNEW--!**

THAT **MARY JANE** MUST BE **SOME-THING!** YOU WERE **DAY-DREAM-ING** ABOUT HER IN CLASS ALL MORNING!

AND WHO CAN **BLAME** YOU?

THEN, WHILE WAITING FOR **NIGHT** TO FALL...

IT'S NO USE! I CAN'T EVEN CONCENTRATE ON PAINTING MY **CYCLE!**

I'VE GOT TO CLEAR MYSELF WITH THE **LAW...** FIND THE **LIZARD...** AND RAISE SOME **MONEY** FOR AUNT **MAY!** THAT'S **ALL!**

BUT FINALLY, AS A SOFT BLANKET OF **DARKNESS** DESCENDS UPON THE CITY BELOW...

I'LL KEEP SEARCHING IF IT TAKES **ALL NIGHT!**

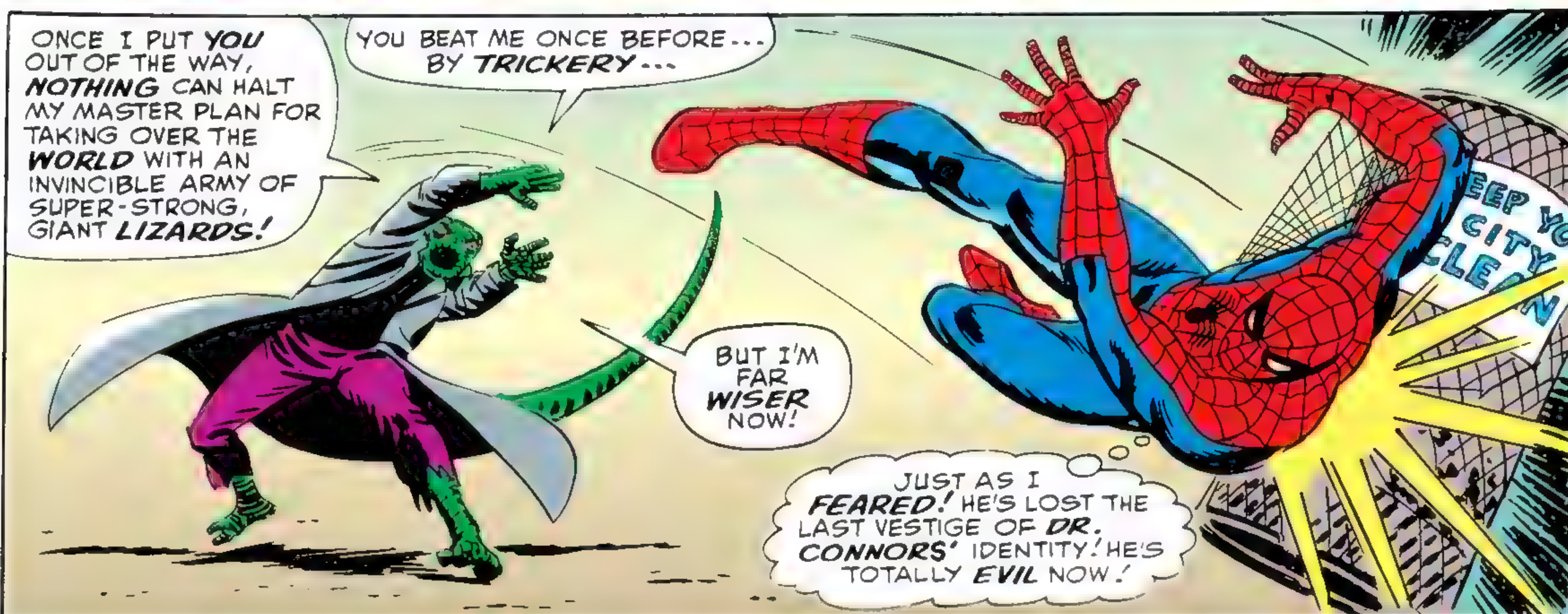
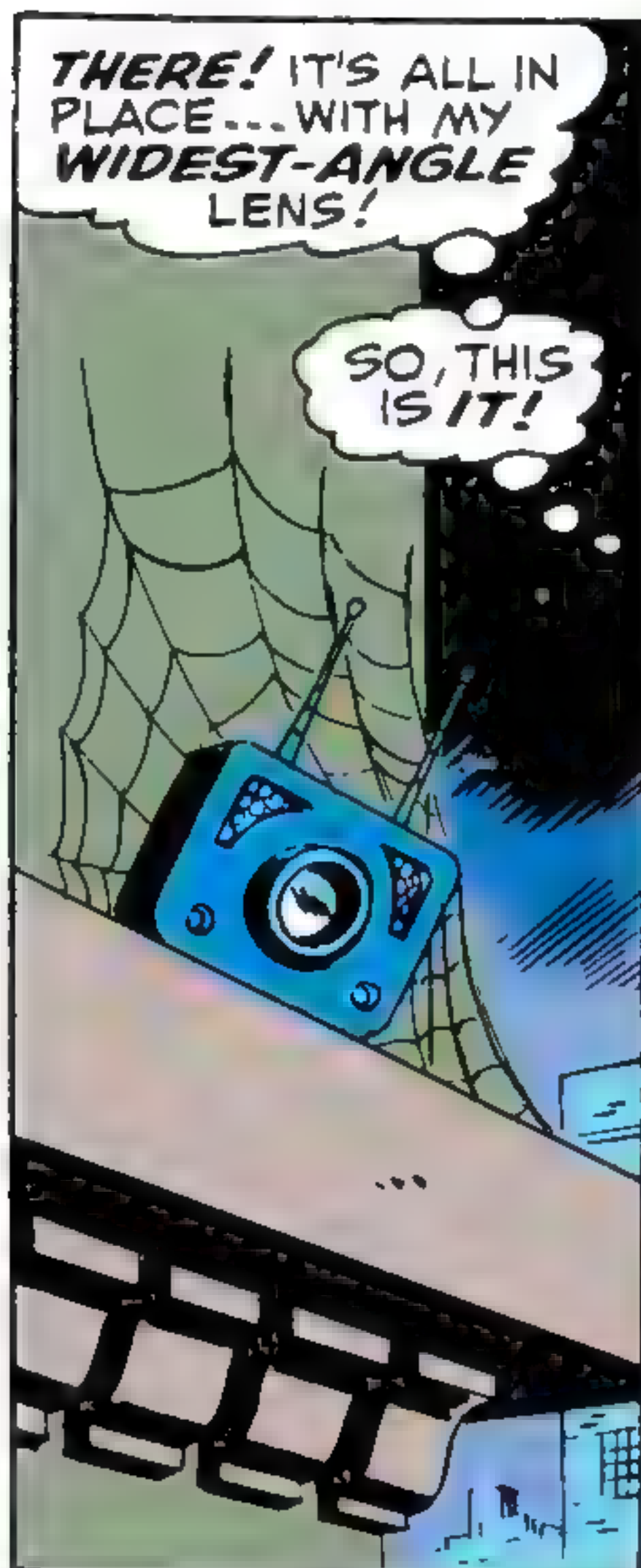
IF HE'S OUT TO **GET** ME, HE'S SURE TO **SHOW** HIMSELF SOONER OR LATER! AND I'M GONNA BE THERE WHEN HE **DOES!**

THEN, TRUE TO HIS WORD... SHORTLY AFTER MIDNIGHT...

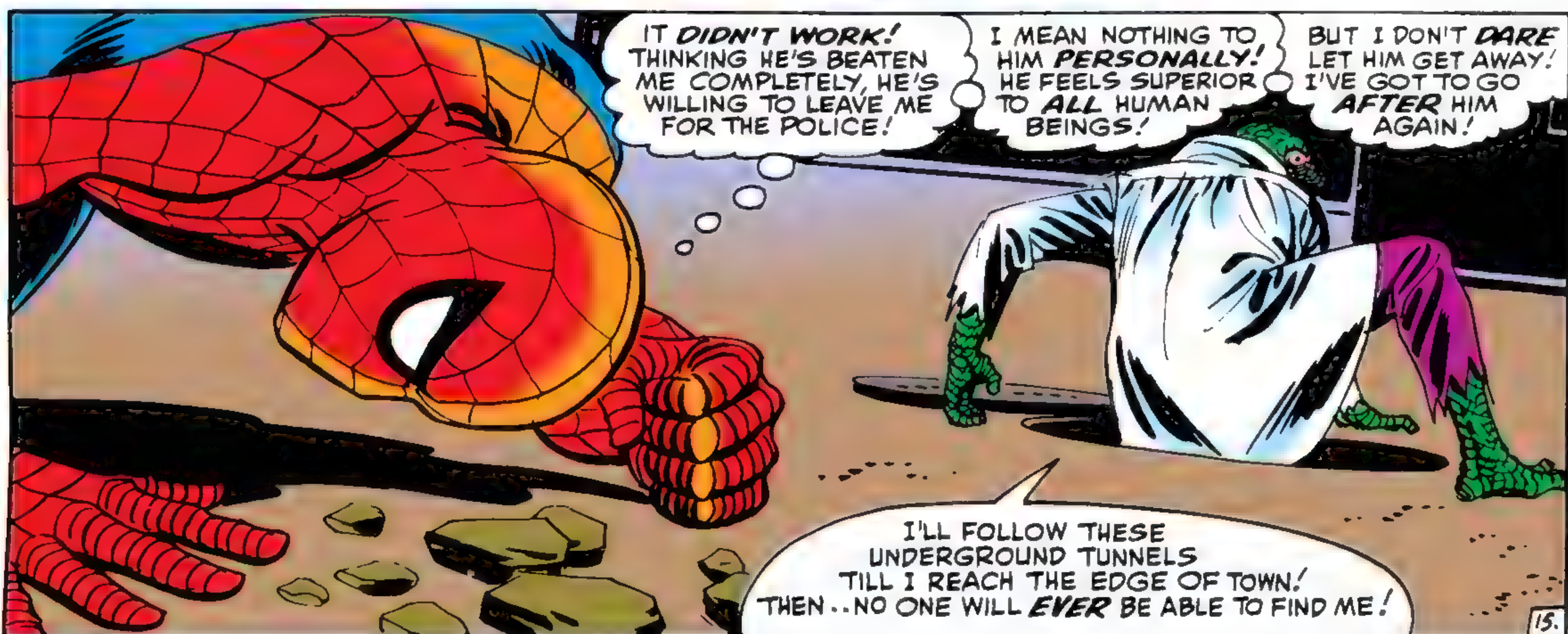
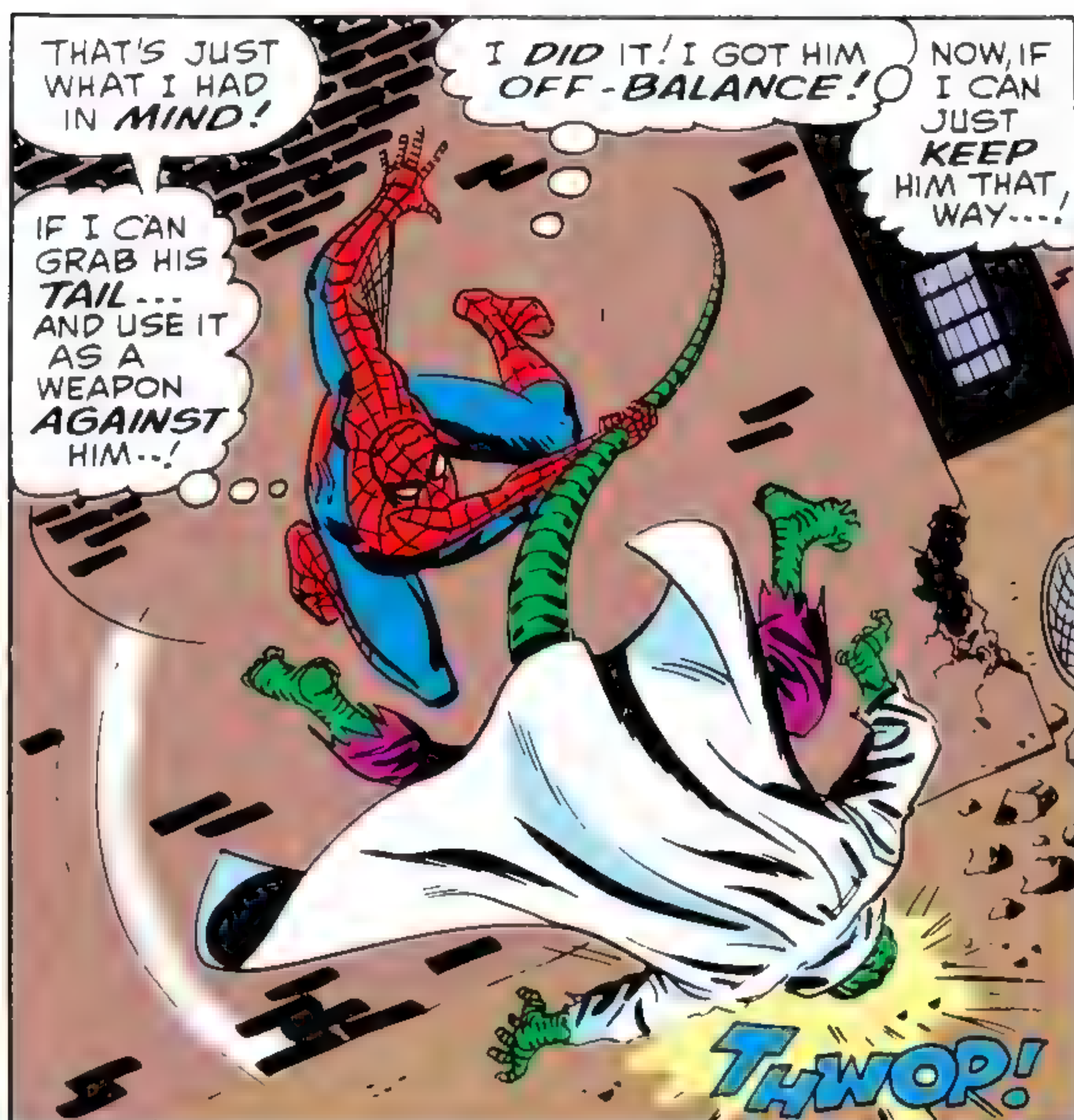
IT'S **HIM!** AND HE DOESN'T **SEE** ME YET!

WITH LUCK, I'LL HAVE TIME TO SET UP MY **AUTOMATIC CAMERA** BEFORE I **TACKLE** HIM!

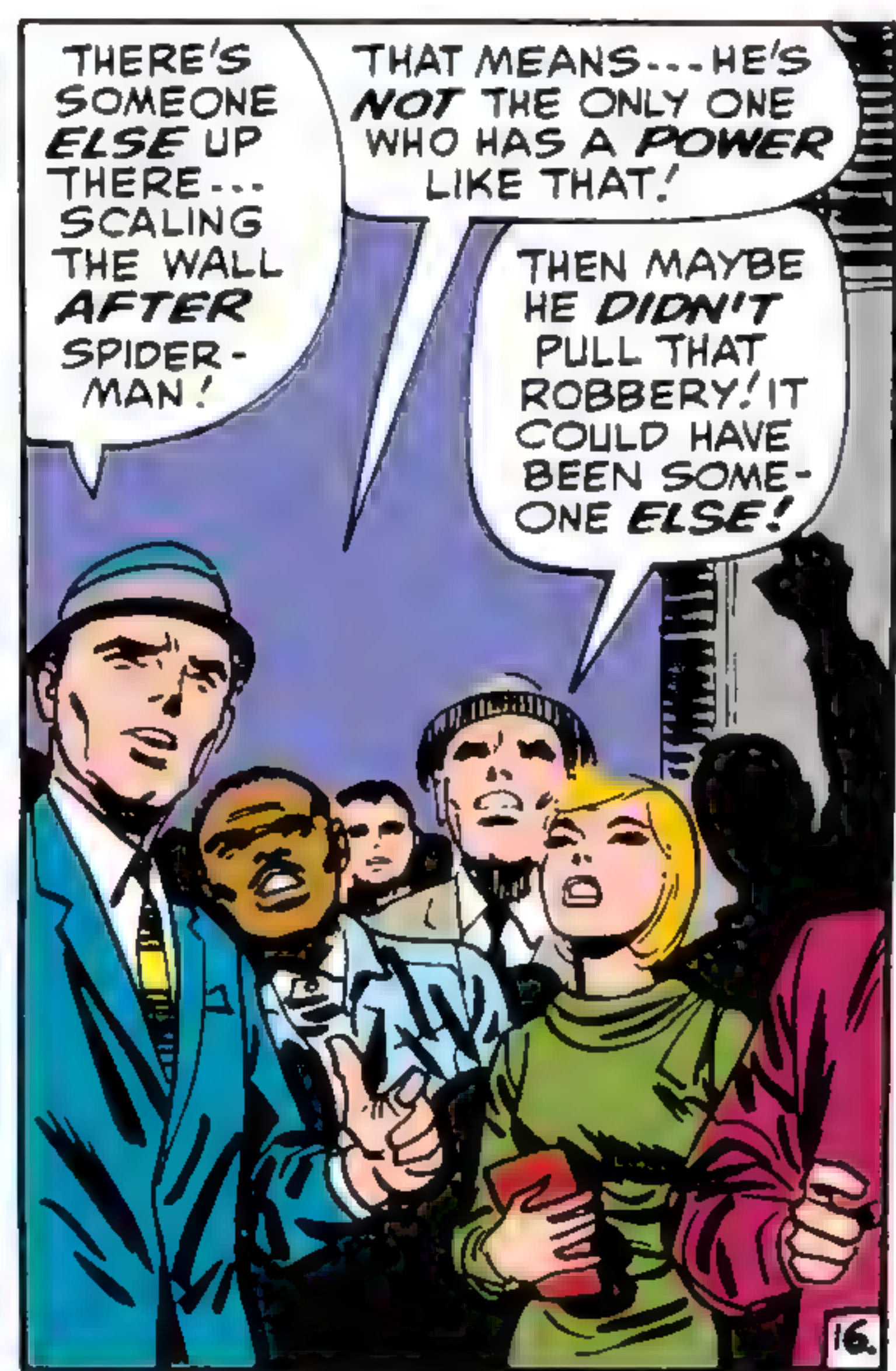
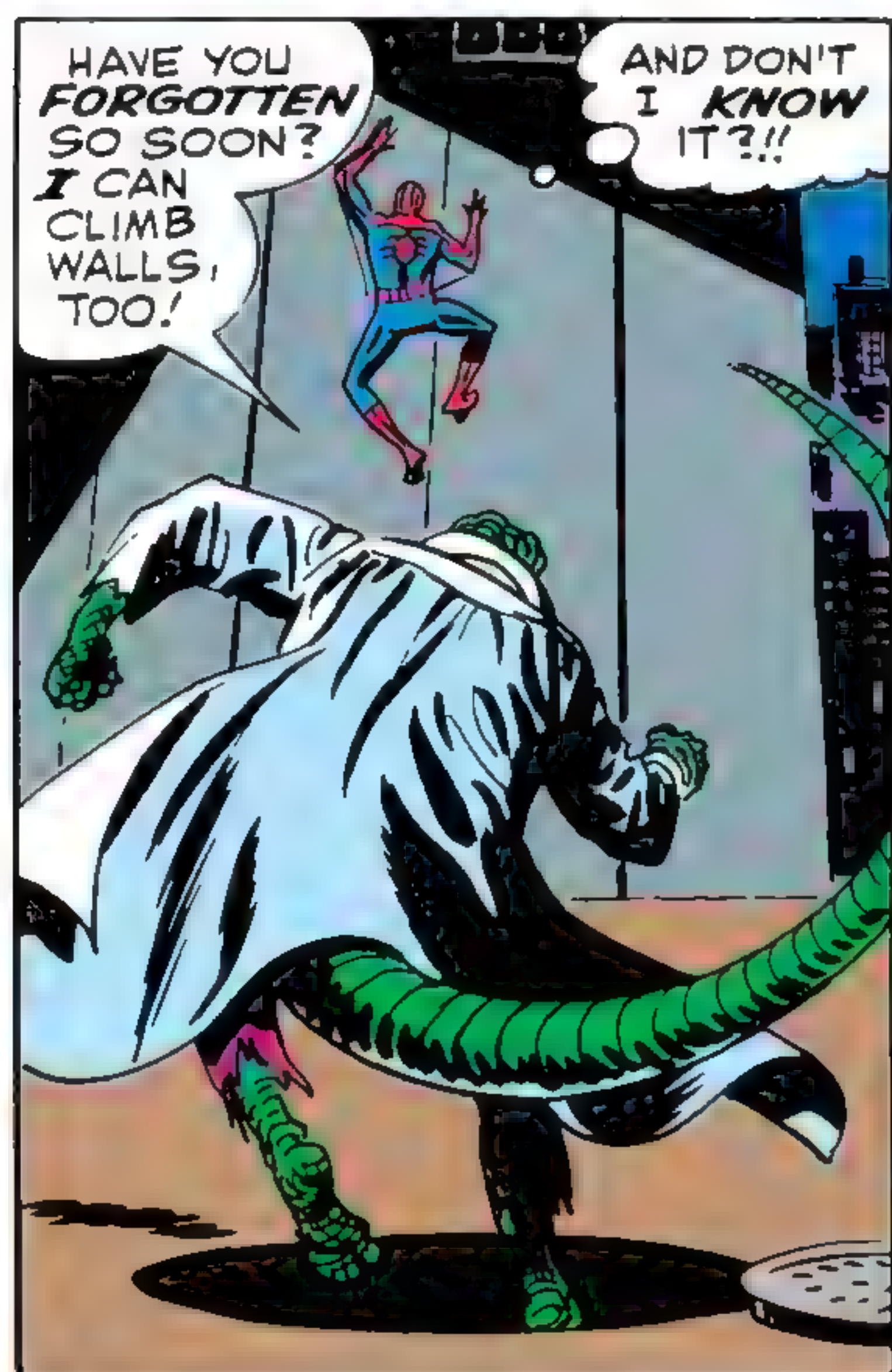
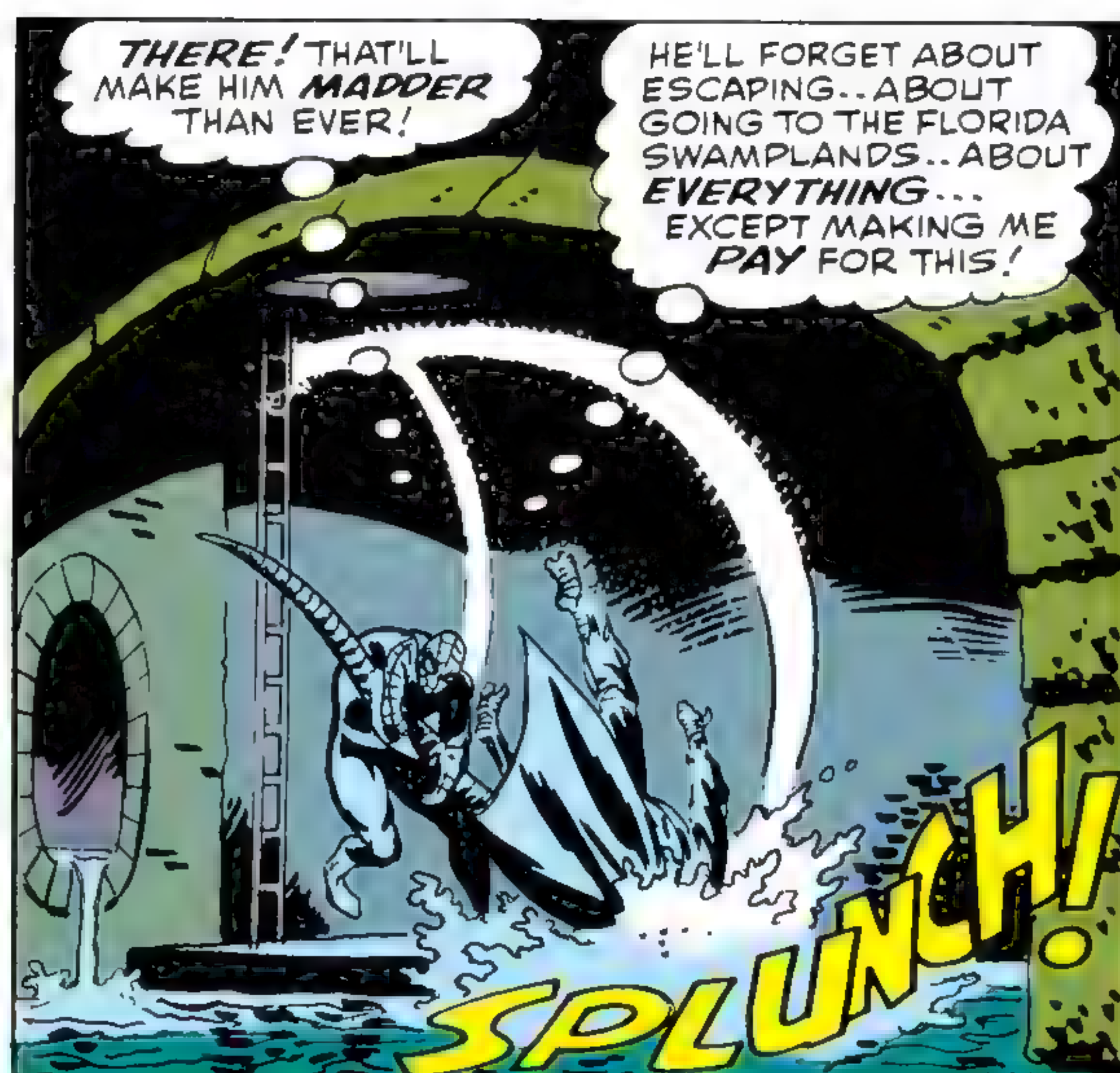




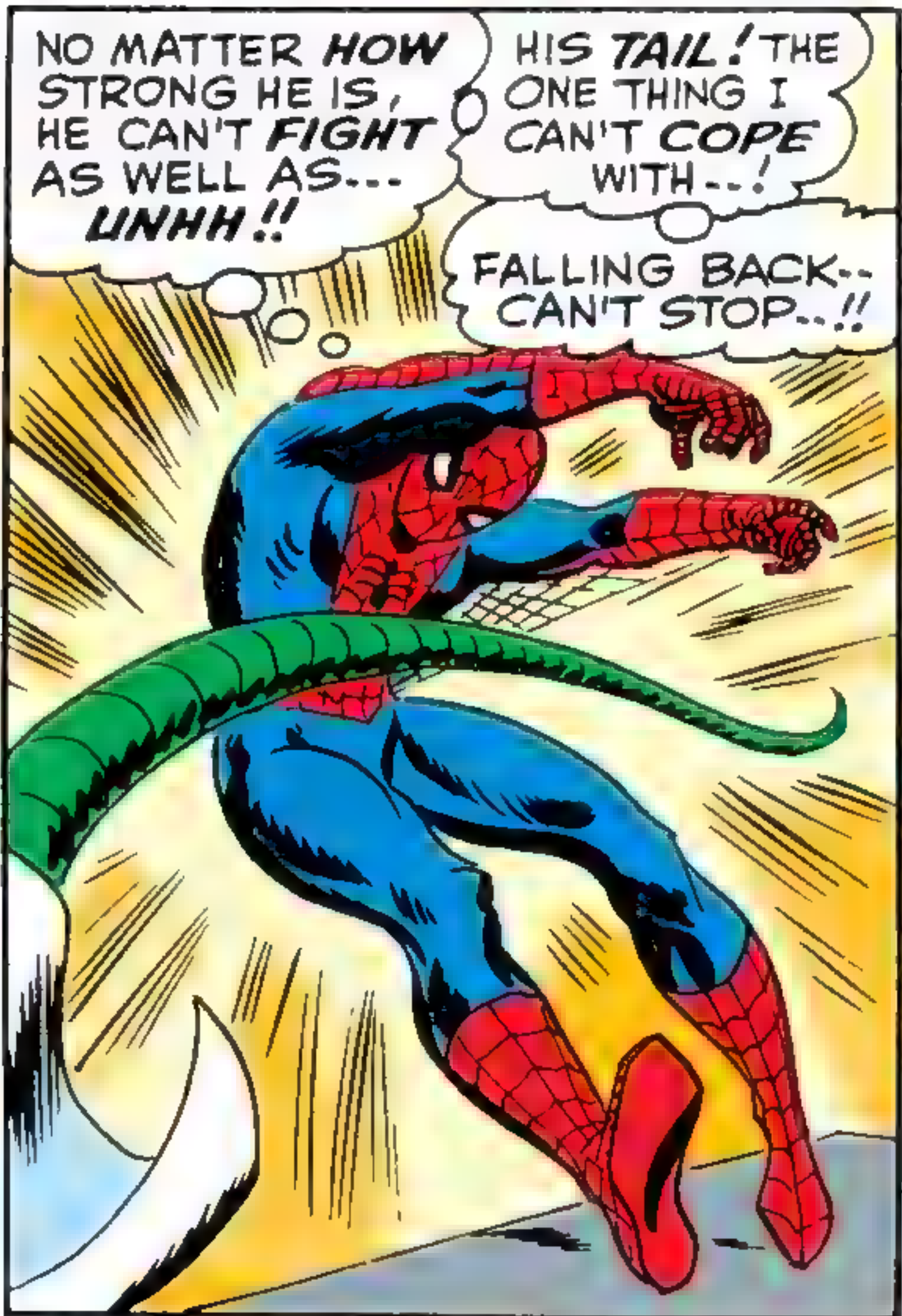
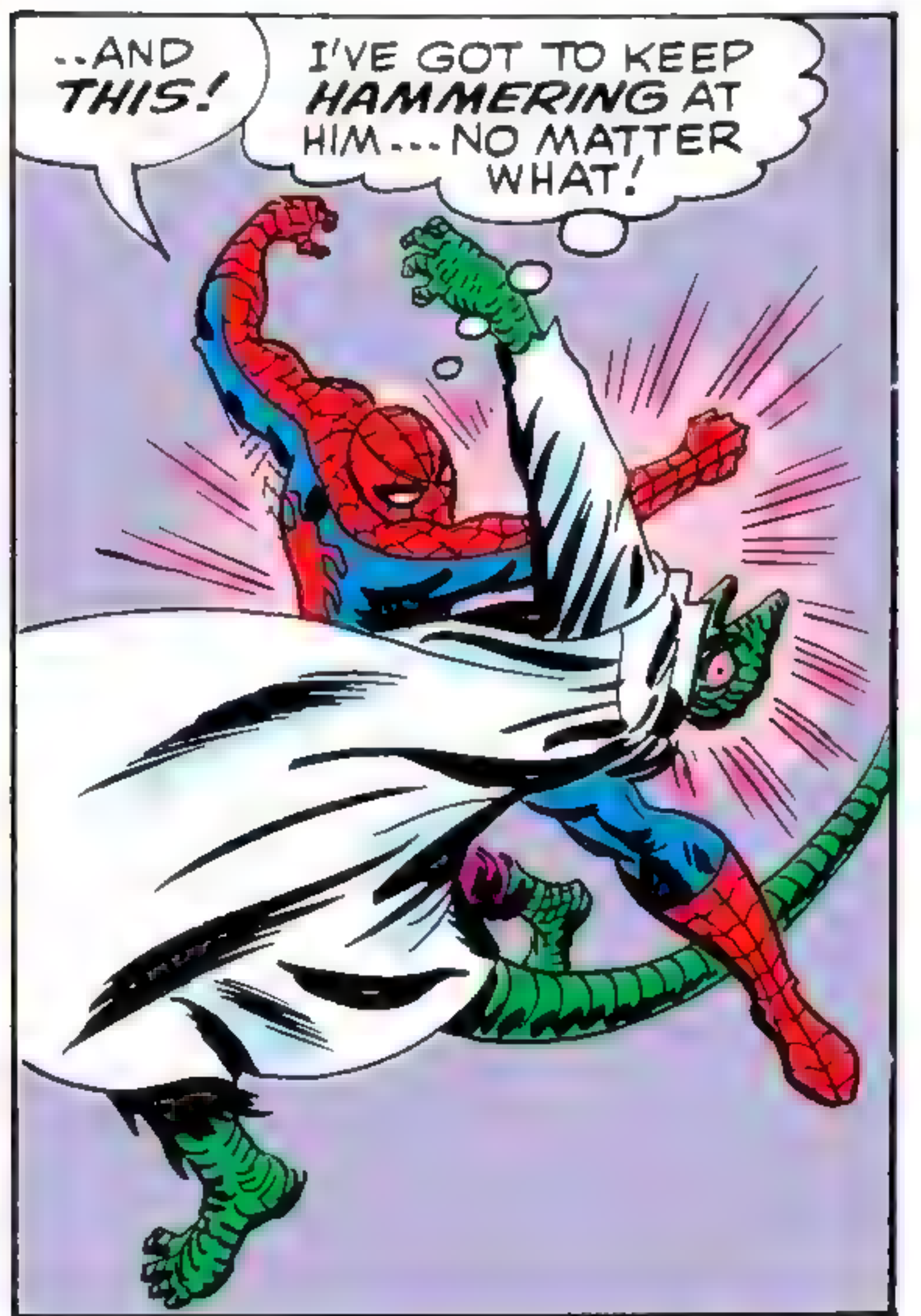




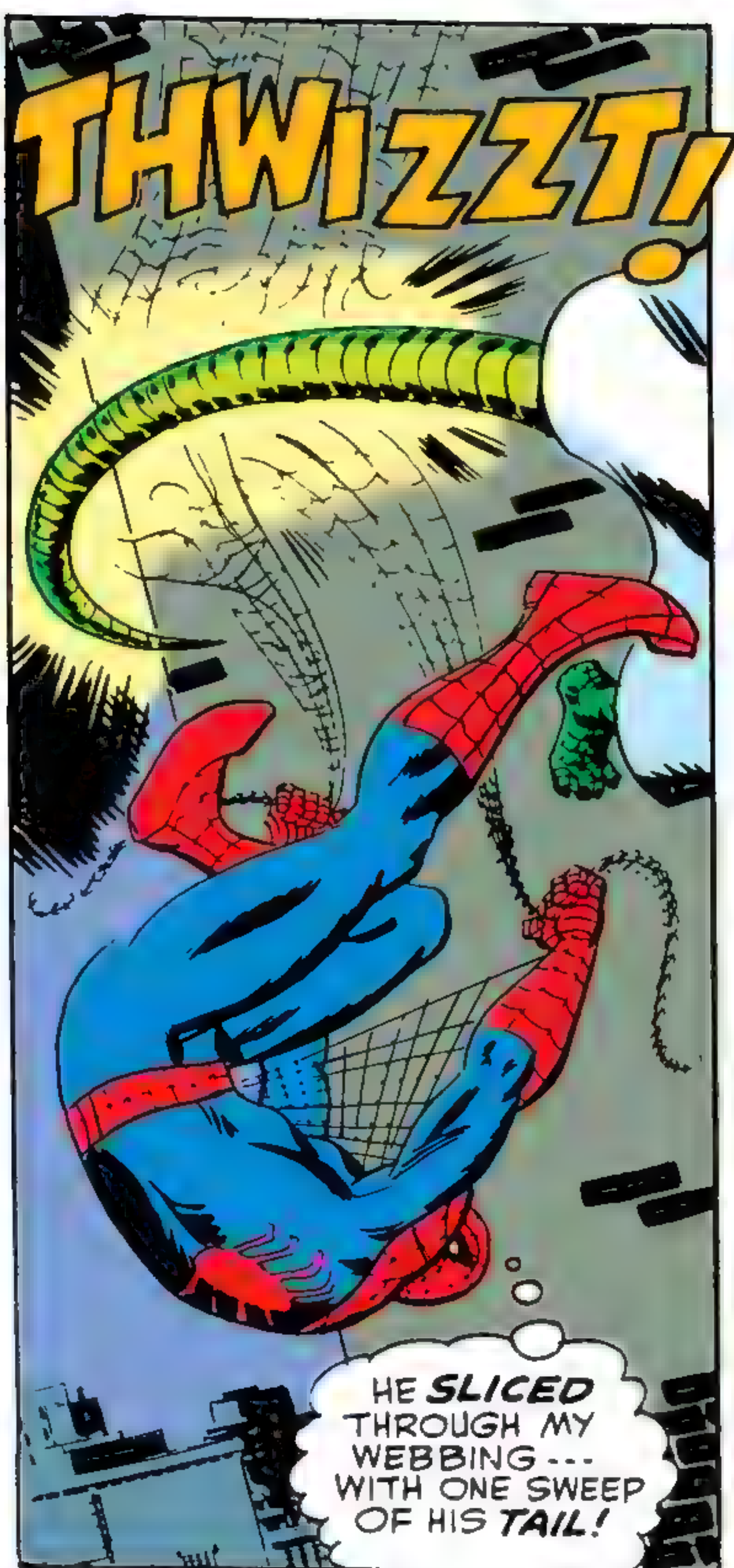








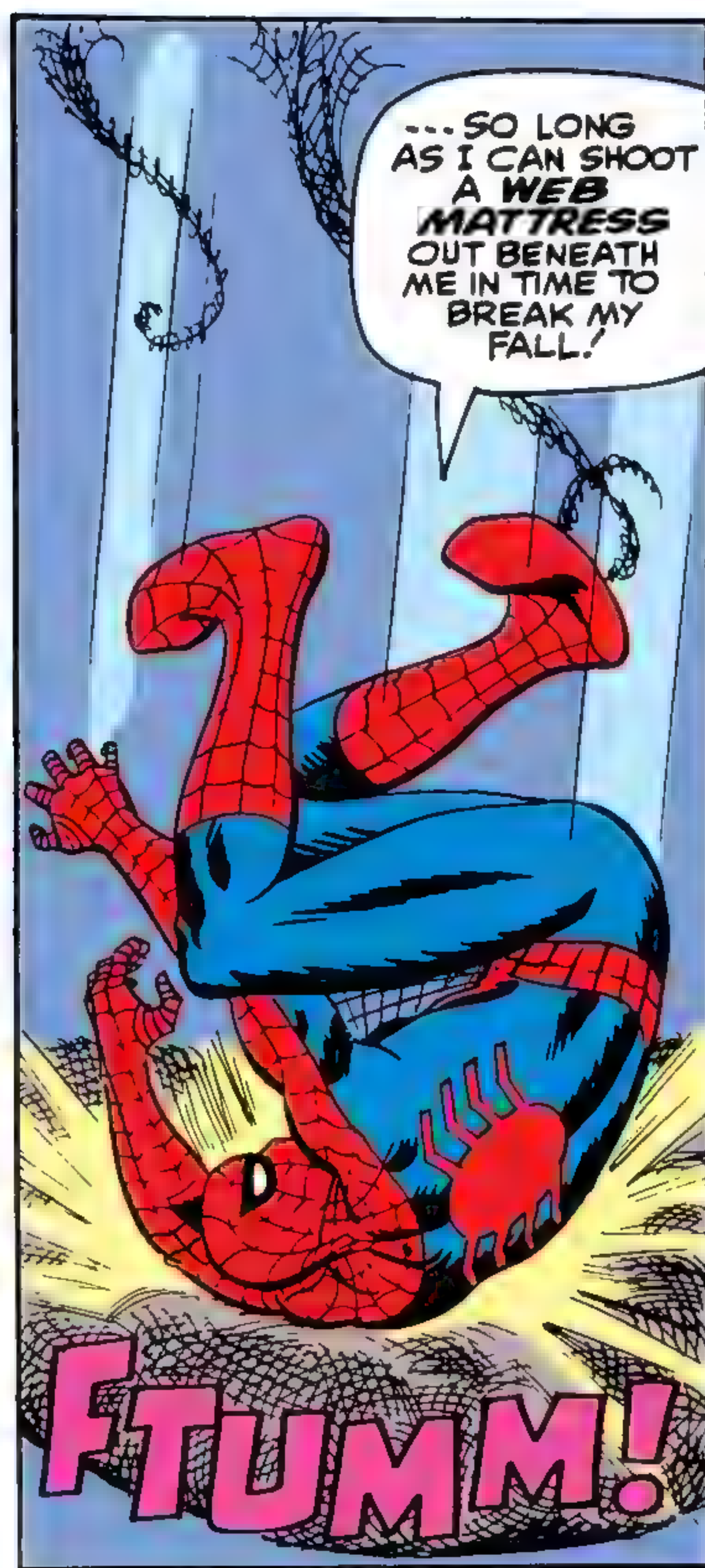




HE SLICED THROUGH MY WEBBING... WITH ONE SWEEP OF HIS TAIL!



BUT IT TAKES MORE THAN *THAT* TO MAKE THIS A *SPIDEYLESS* WORLD...!



... SO LONG AS I CAN SHOOT A *WEB MATTRESS* OUT BENEATH ME IN TIME TO BREAK MY FALL!



UHH! THE WEBBING SAVED ME... BUT I STILL HIT TOO HARD!

IT'S SPIDER-MAN!

HOW'D HE EVER GET UP FROM A FALL LIKE *THAT*?

DIDN'T HAVE TIME TO TWIST MY BODY AROUND... TO BREAK THE FALL...!

STAY WHERE YOU ARE! LET ME SEE THAT ARM... I'M A DOCTOR!

MY ARM... CAN'T MOVE IT! IT'S HURT... HURT REAL BAD...!



CAN'T GO DOWN THERE NOW! TOO MANY PEOPLE AROUND!

BUT, AT LEAST I PUT HIM OUT OF ACTION! HAH! HE'LL NEVER BE ABLE TO STOP ME NOW!



AND THEN, AS THE MURDEROUS, SUPER-POWERED MENACE SLITHERS AWAY INTO THE NIGHT...

YOU'RE MIGHTY LUCKY! IT'S ONLY A BAD SPRAIN... NO BONES BROKEN!

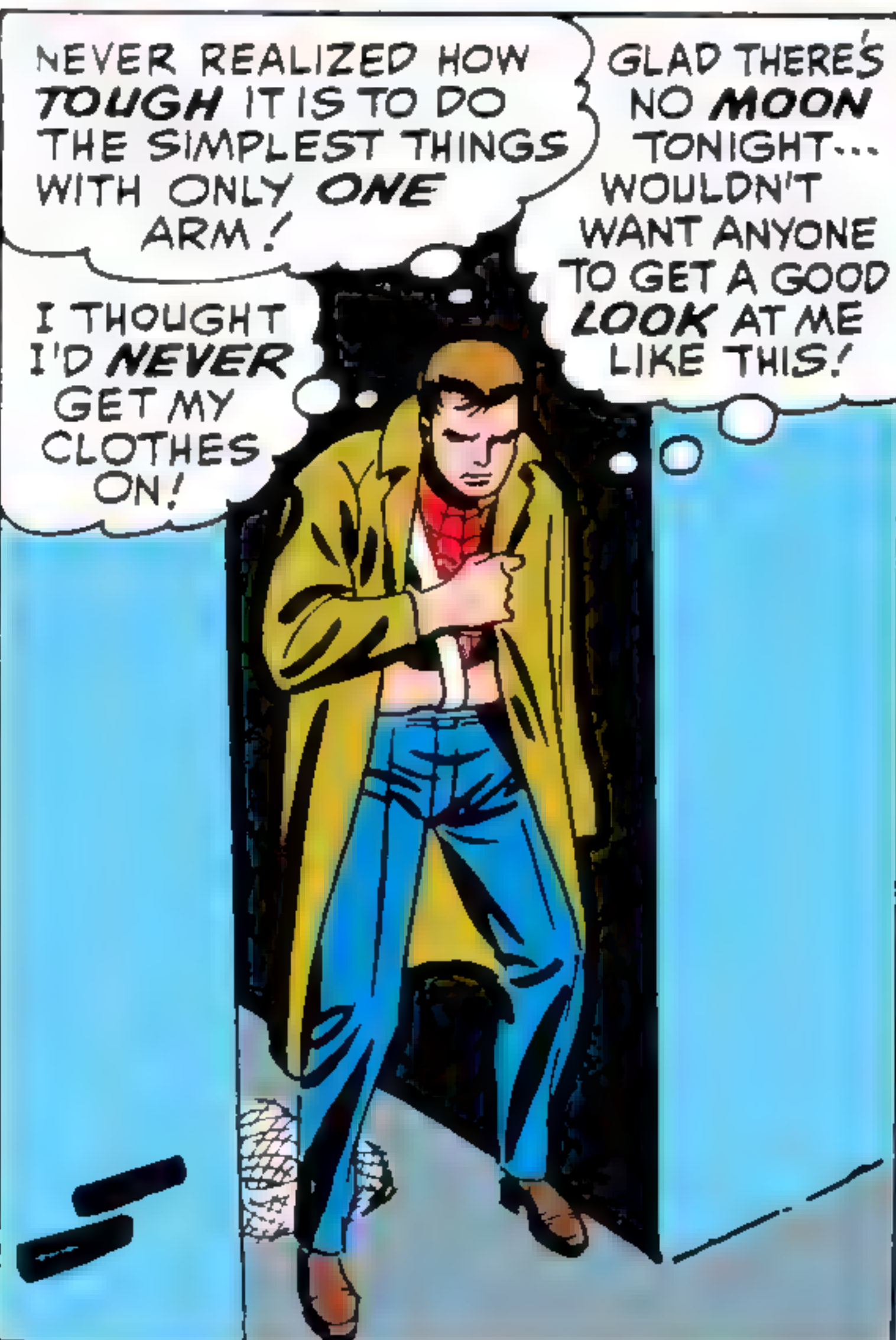
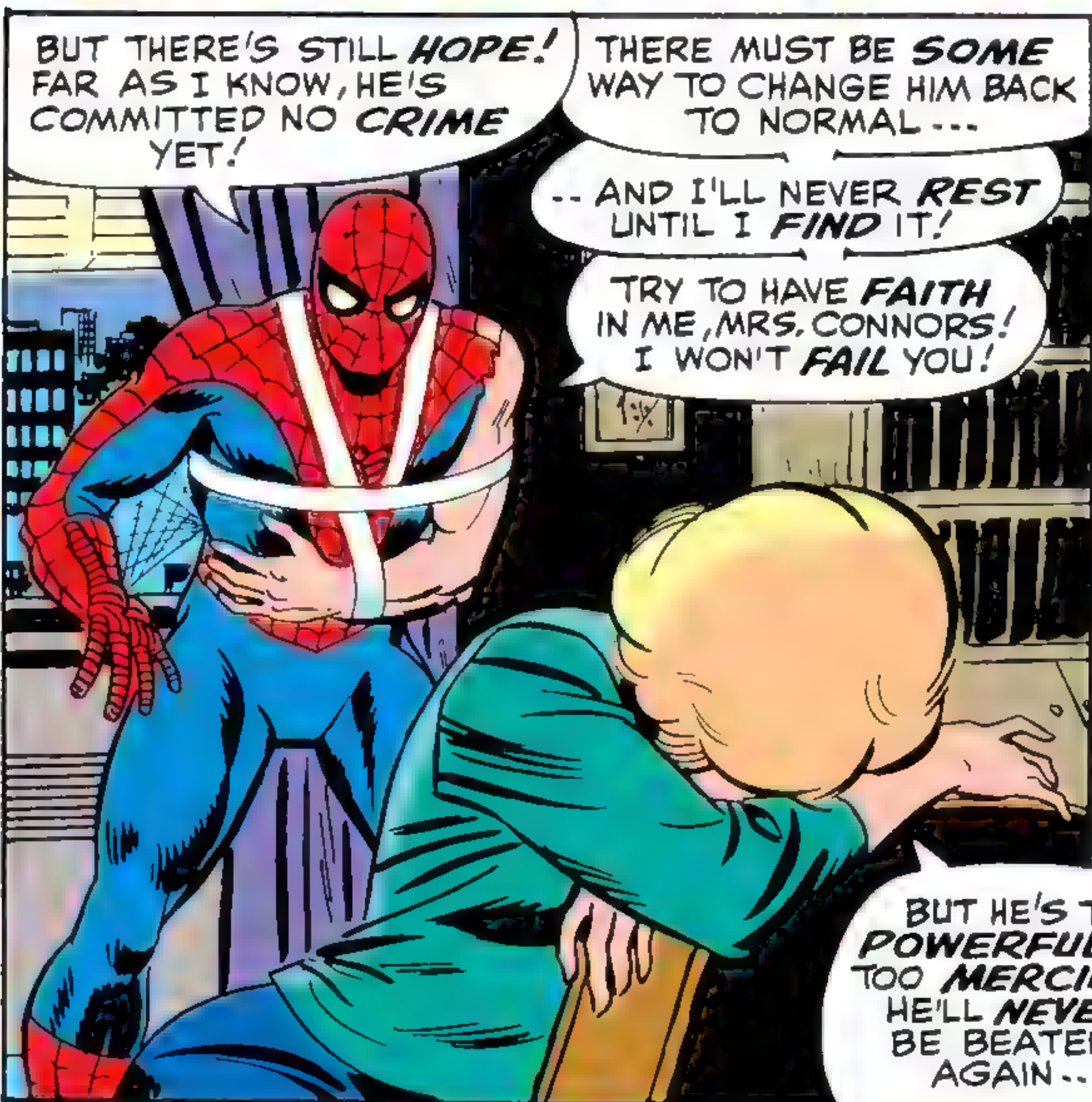
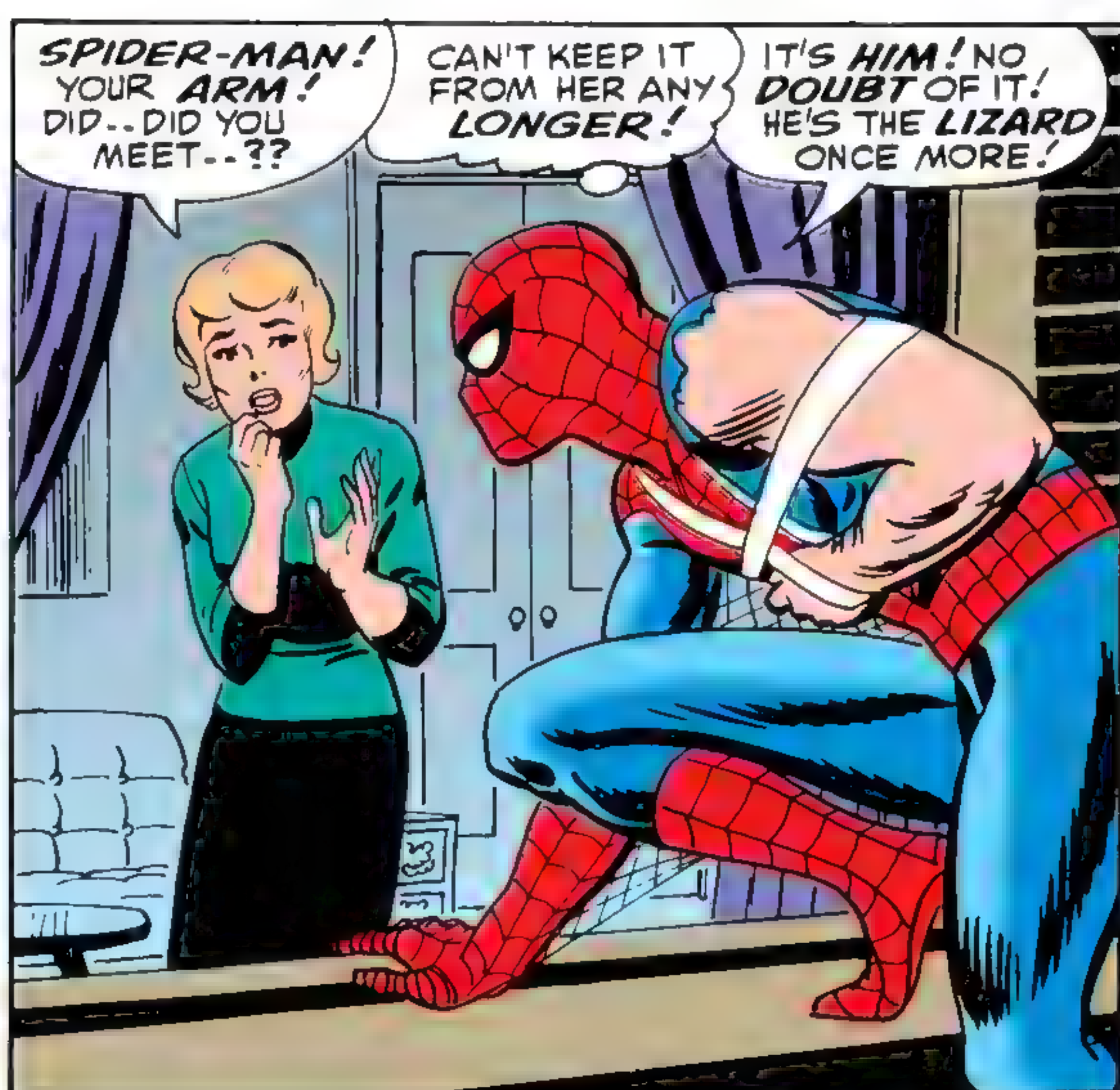
BUT YOU MUSTN'T *USE* IT! TILL THE SWELLING GOES DOWN! I'LL TAPE IT SECURELY FOR YOU!

THEN I'LL TAKE YOU TO MY OFFICE WHERE I CAN GIVE YOU A COMPLETE PHYSICAL!

OH NO! TOO MUCH CHANCE OF A SMART MEDIC FIGURING OUT MY IDENTITY!

I'LL HELP YOU UP NOW...!









IT WAS A **LOVELY** TRIP, DEAR... AND EVERYTHING IS JUST **FINE**!

BUT YOUR VOICE SOUNDS SO **WEAK**! IS ANYTHING **WRONG**? ARE YOU GETTING ENOUGH **SLEEP**?

SURE! I'VE NEVER BEEN **BETTER**! WE MUST HAVE A **BAD CONNECTION**!



NOW ENJOY EVERY **MINUTE** OF IT, HEAR? THINGS ARE **GREAT** BACK HOME... SO RELAX AND HAVE A GOOD **REST**!

CAN'T LET HER **WORRY** ABOUT ME... NO MATTER **WHAT**!

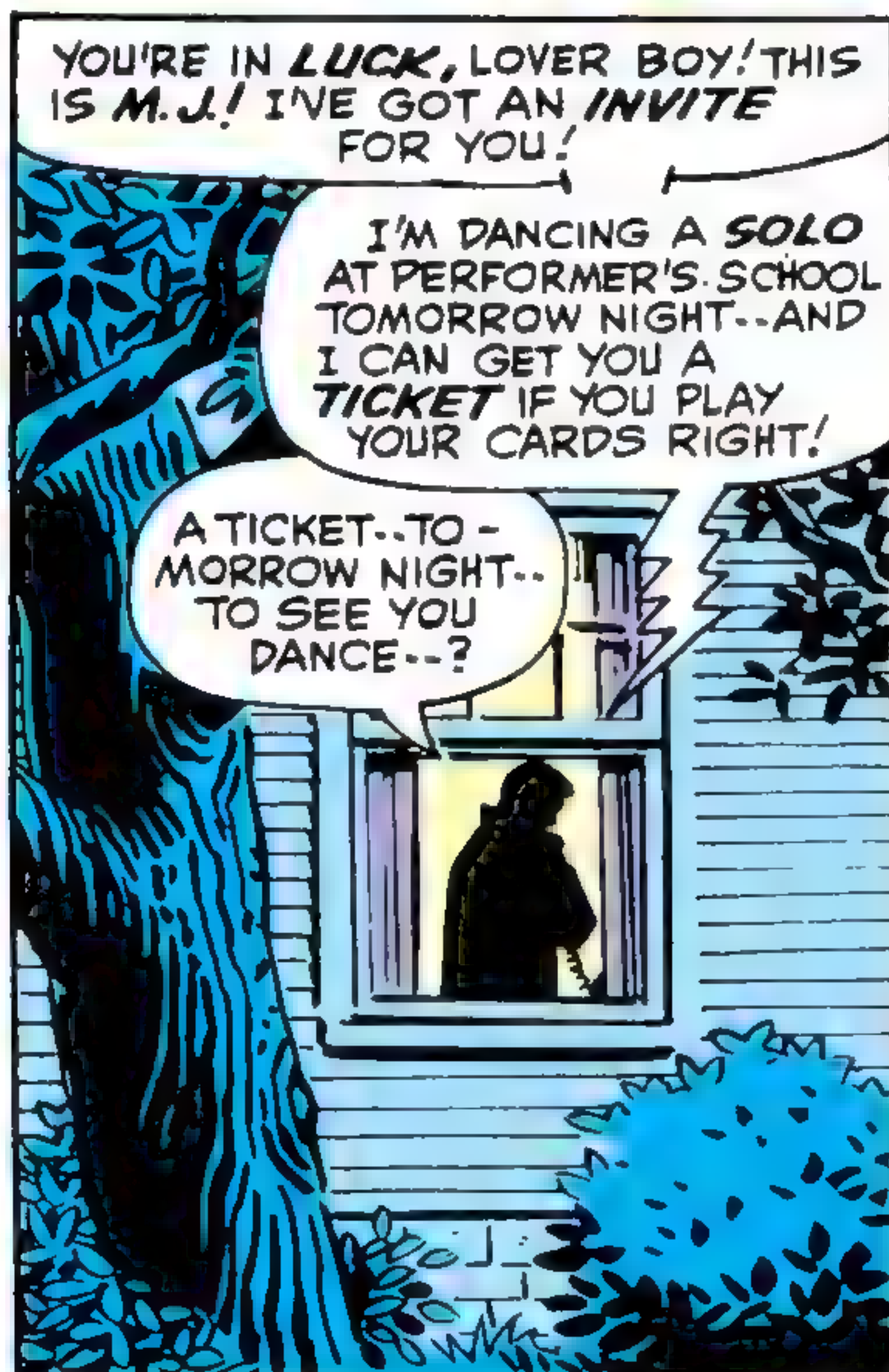
I'LL TALK TO YOU **AGAIN** REAL SOON! SLEEP WELL NOW... GOOD NIGHT, AUNT MAY!



IT'S LUCKY I GOT THROUGH **THAT** WITH... **WHA?** THE **PHONE** AGAIN!

I'VE GOT TO GET SOME **REST**! I JUST WON'T **ANSWER** IT!

NO... IT MIGHT BE **IMPORTANT**!



YOU'RE IN **LUCK**, LOVER BOY! THIS IS **M.J.**! I'VE GOT AN **INVITE** FOR YOU!

I'M DANCING A **SOLO** AT PERFORMER'S SCHOOL TOMORROW NIGHT--AND I CAN GET YOU A **TICKET** IF YOU PLAY YOUR CARDS RIGHT!

A **TICKET**--TO-MORROW NIGHT--TO SEE YOU **DANCE**--?



**HOLD ON**, PETEY-O! TRY TO **COOL** IT, DAD! YOUR **ENTHUSIASM** IS OVERWHELMING!

I KNOW YOU'RE **THERE**, TIGER... I CAN STILL HEAR **BREATHING**!

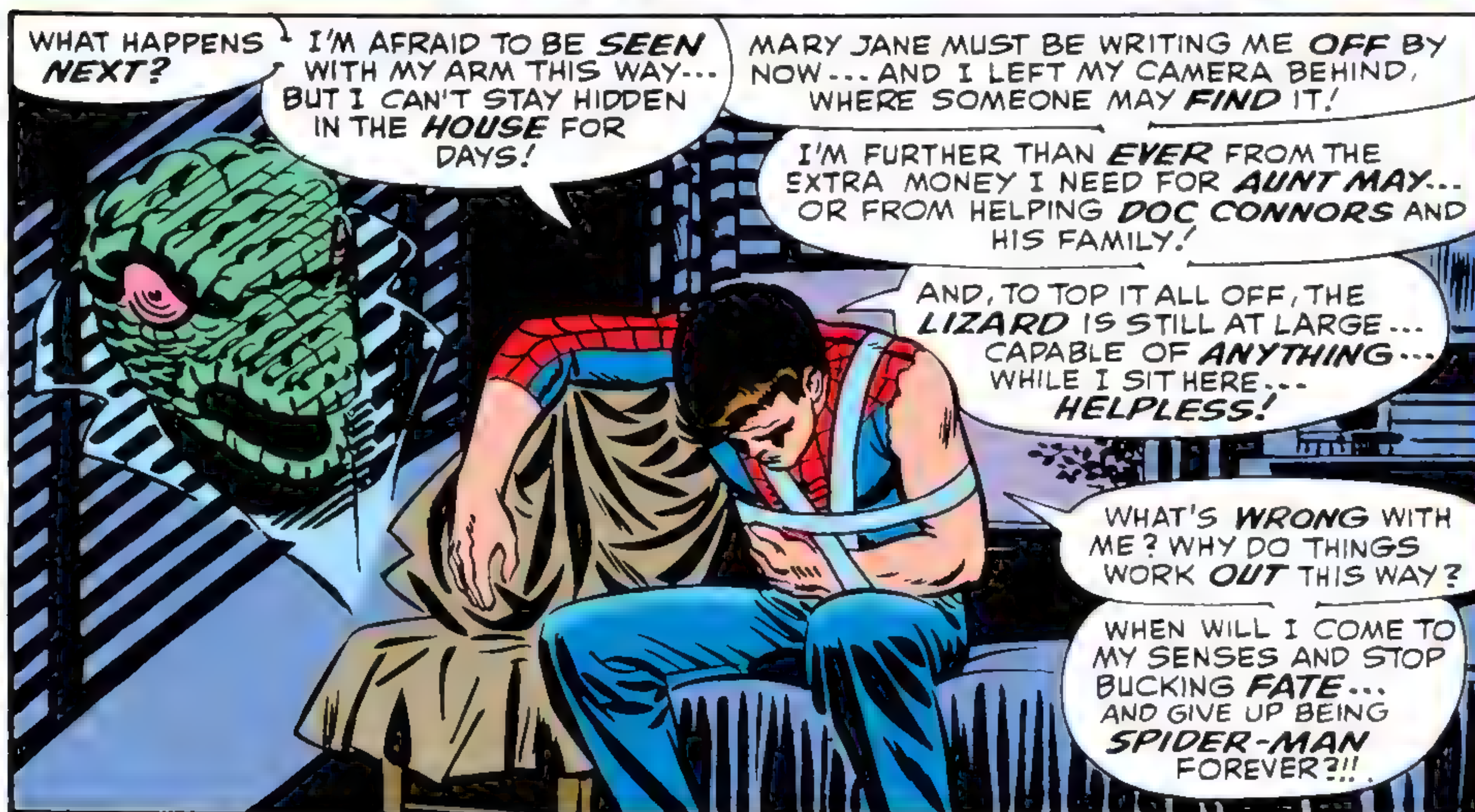


I'M **SORRY**, MARY JANE!... I JUST CAN'T **MAKE** IT!

IT'S **YOUR** LOSS, DAD! SEE YOU **AROUND**! **CLICK!**

NOW THAT THE **PUBLIC** KNOWS **SPIDER-MAN** HAS AN INJURED ARM... I CAN'T LET **ANYONE** SEE ME LIKE THIS!

SHE **HUNG** UP!



WHAT HAPPENS **NEXT**?

I'M AFRAID TO BE **SEEN** WITH MY ARM THIS WAY... BUT I CAN'T STAY HIDDEN IN THE **HOUSE** FOR DAYS!

MARY JANE MUST BE WRITING ME **OFF** BY NOW... AND I LEFT MY CAMERA BEHIND, WHERE SOMEONE MAY **FIND** IT!

I'M FURTHER THAN **EVER** FROM THE EXTRA MONEY I NEED FOR **AUNT MAY**... OR FROM HELPING **DOC CONNORS** AND HIS FAMILY!

AND, TO TOP IT ALL OFF, THE **LIZARD** IS STILL AT LARGE... CAPABLE OF **ANYTHING**... WHILE I SIT HERE... **HELPLESS**!

WHAT'S **WRONG** WITH ME? WHY DO THINGS WORK **OUT** THIS WAY?

WHEN WILL I COME TO MY SENSES AND STOP **BUCKING FATE**... AND GIVE UP BEING **SPIDER-MAN** FOREVER?!!

**DON'T DESPAIR, SPIDEY-FAN!**

**THERE'S MORE NEXT ISH! IT'S A BOMB SHELL!**





# *the* AMAZING SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

MARVEL  
COMICS  
GROUP

12¢ 45  
IND. FEB

ONE OF THE  
WILDEST  
OF ALL  
SPIDEY'S  
BATTLES!



"SPIDEY SMASHES OUT!"



# THE AMAZING SPIDER-MAN!

## "SPIDEY SMASHES OUT!"



LAST TIME WE FOUGHT, I WASN'T ABLE TO STOP THE LIZARD WITH BOTH ARMS... SO NOW MY TASK WILL BE TWICE AS DANGEROUS! BUT... I'VE GOT TO TRY!

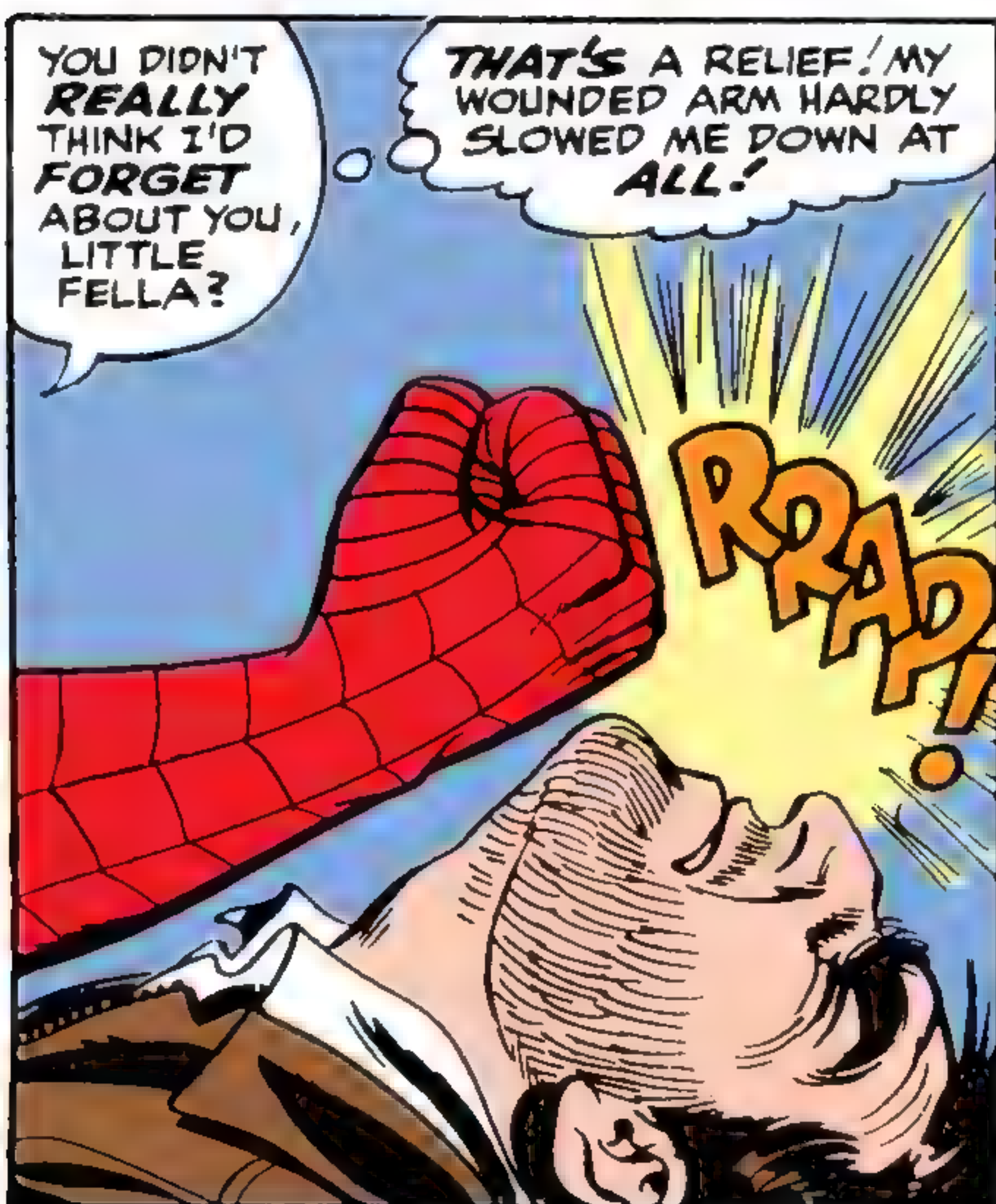
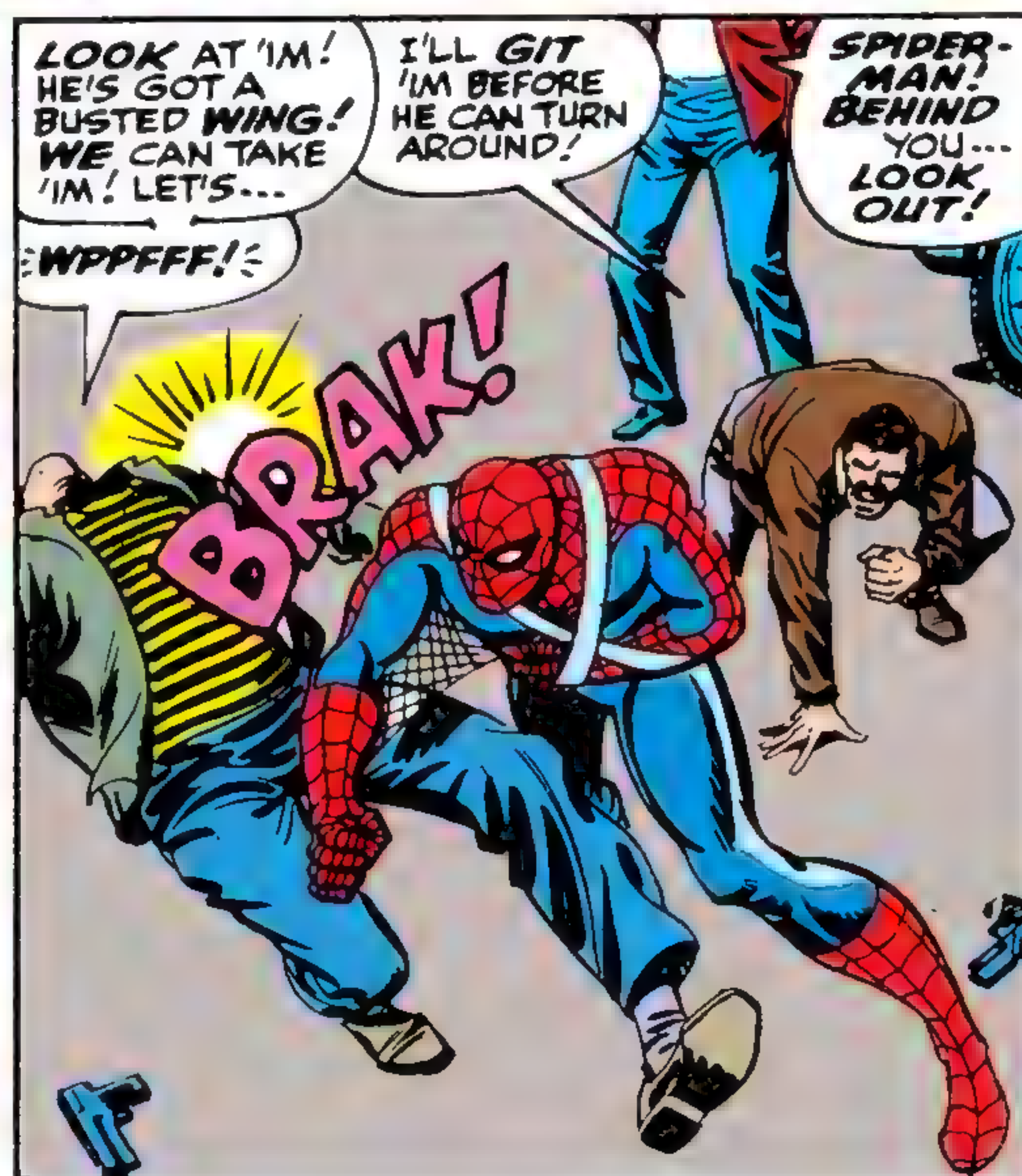
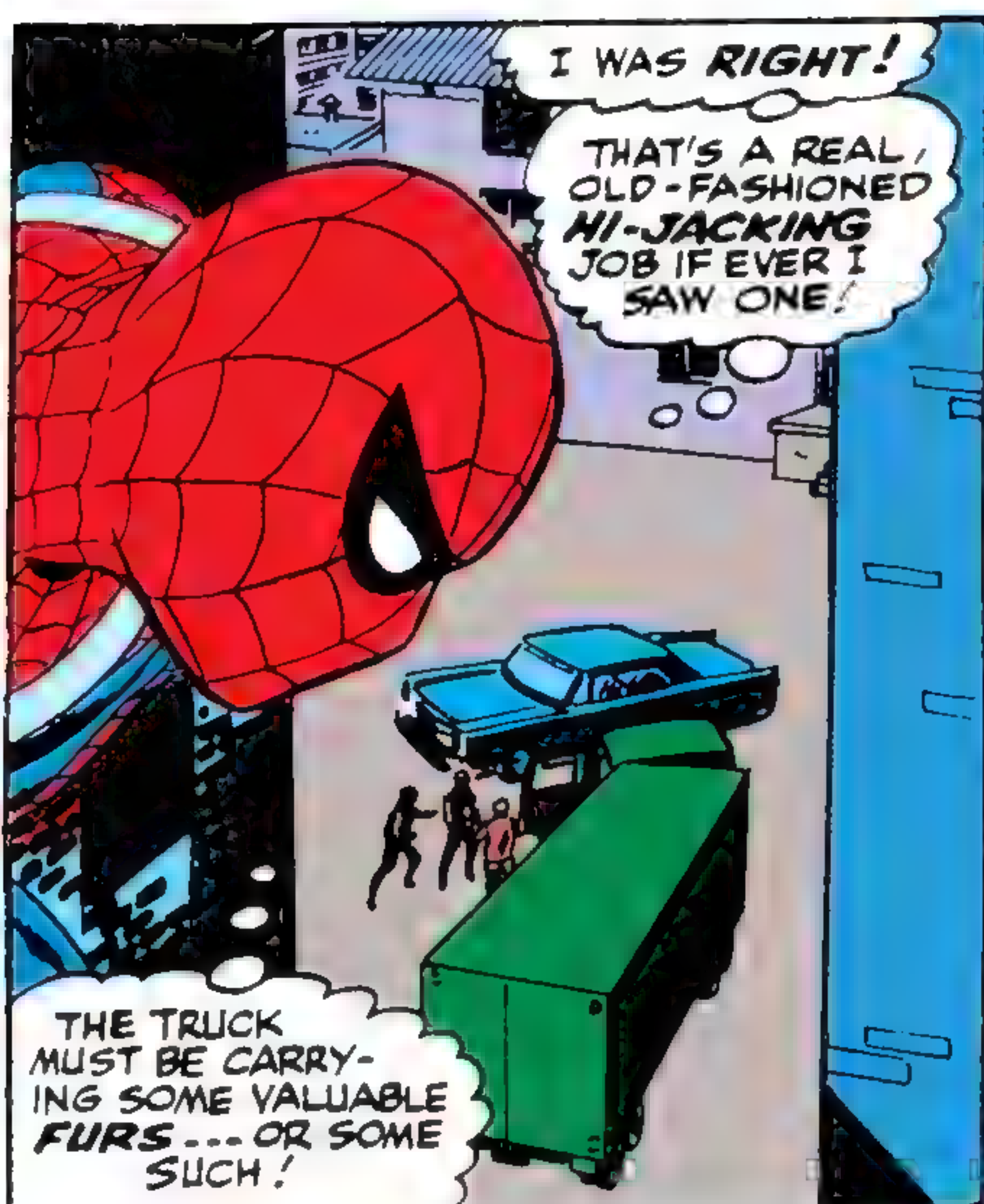
LAST ISH, WE SAW OUR FRIENDLY NEIGHBORHOOD SPIDER-MAN INJURE HIS ARM WHILE BATTLING THE DEADLY LIZARD! BUT, WITH HIS SUPER-POWERED FOE STILL AT LARGE, HOPING TO POPULATE THE ENTIRE WORLD WITH AN ARMY OF GIANT LIZARDS, SPIDEY KNOWS HE DARE NOT REMAIN HOME NURSING HIS WOUND... NO MATTER WHAT!

THAT NOISE... FROM AROUND THE CORNER! SOUNDS LIKE TROUBLE!

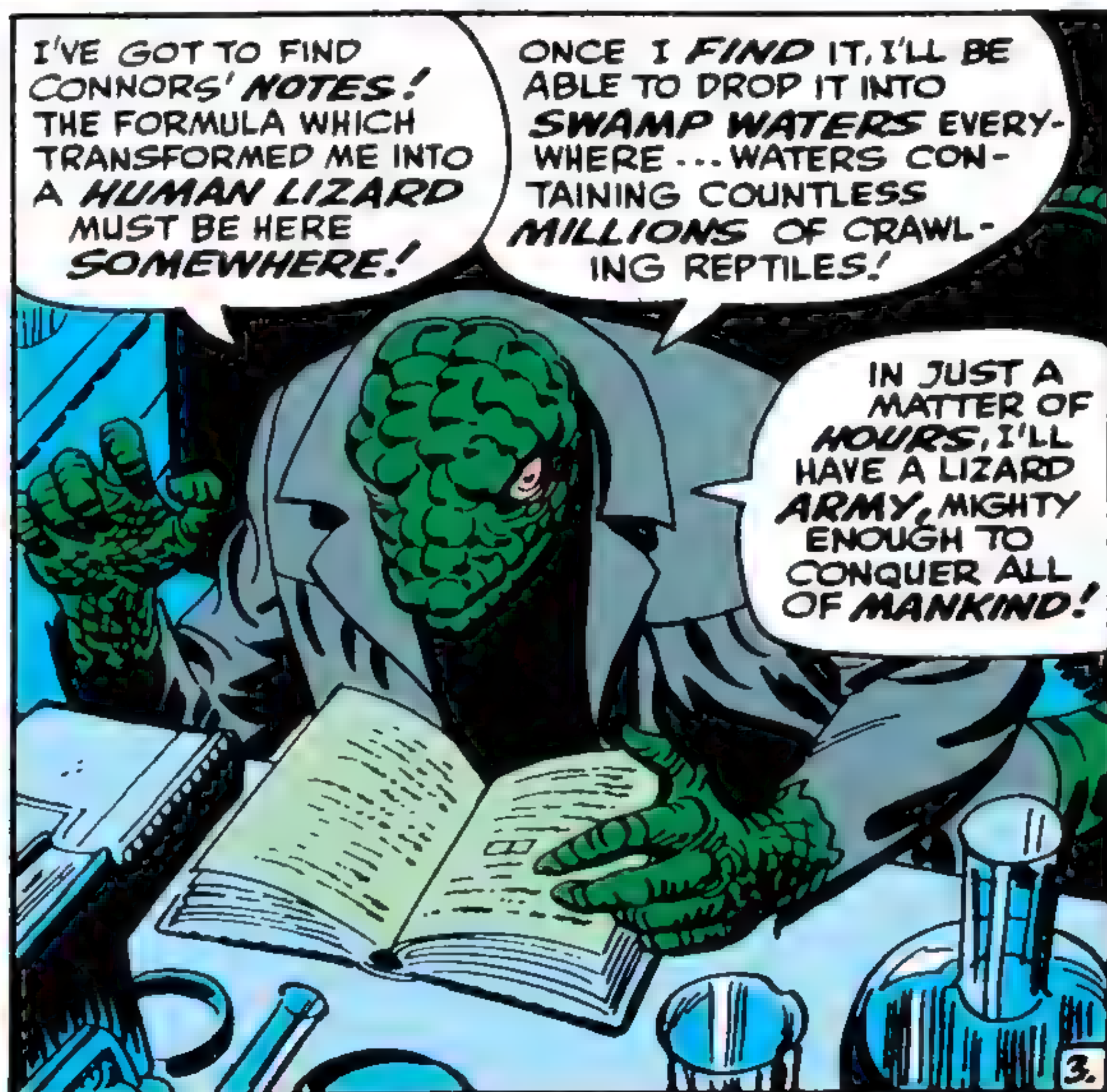
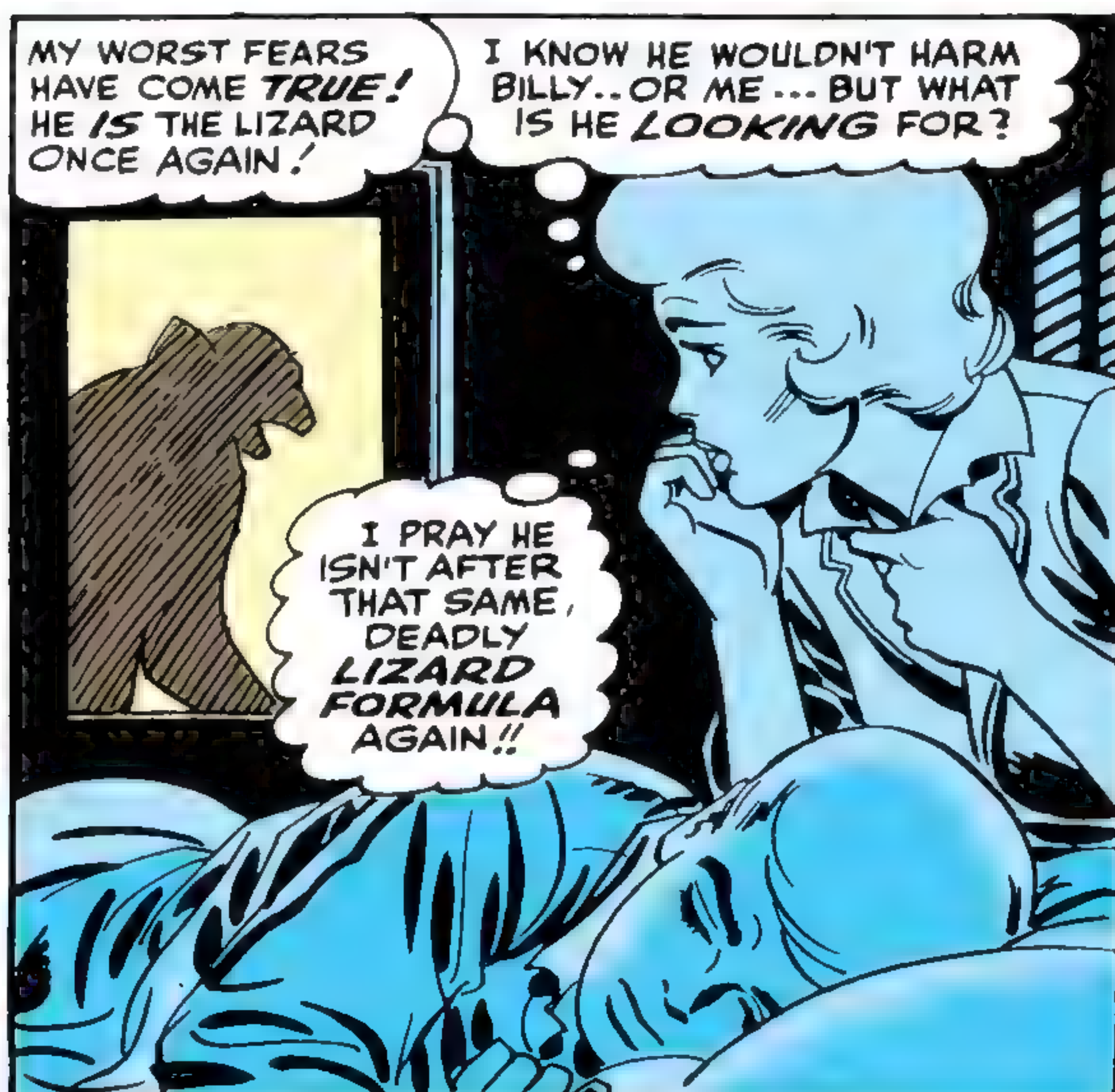
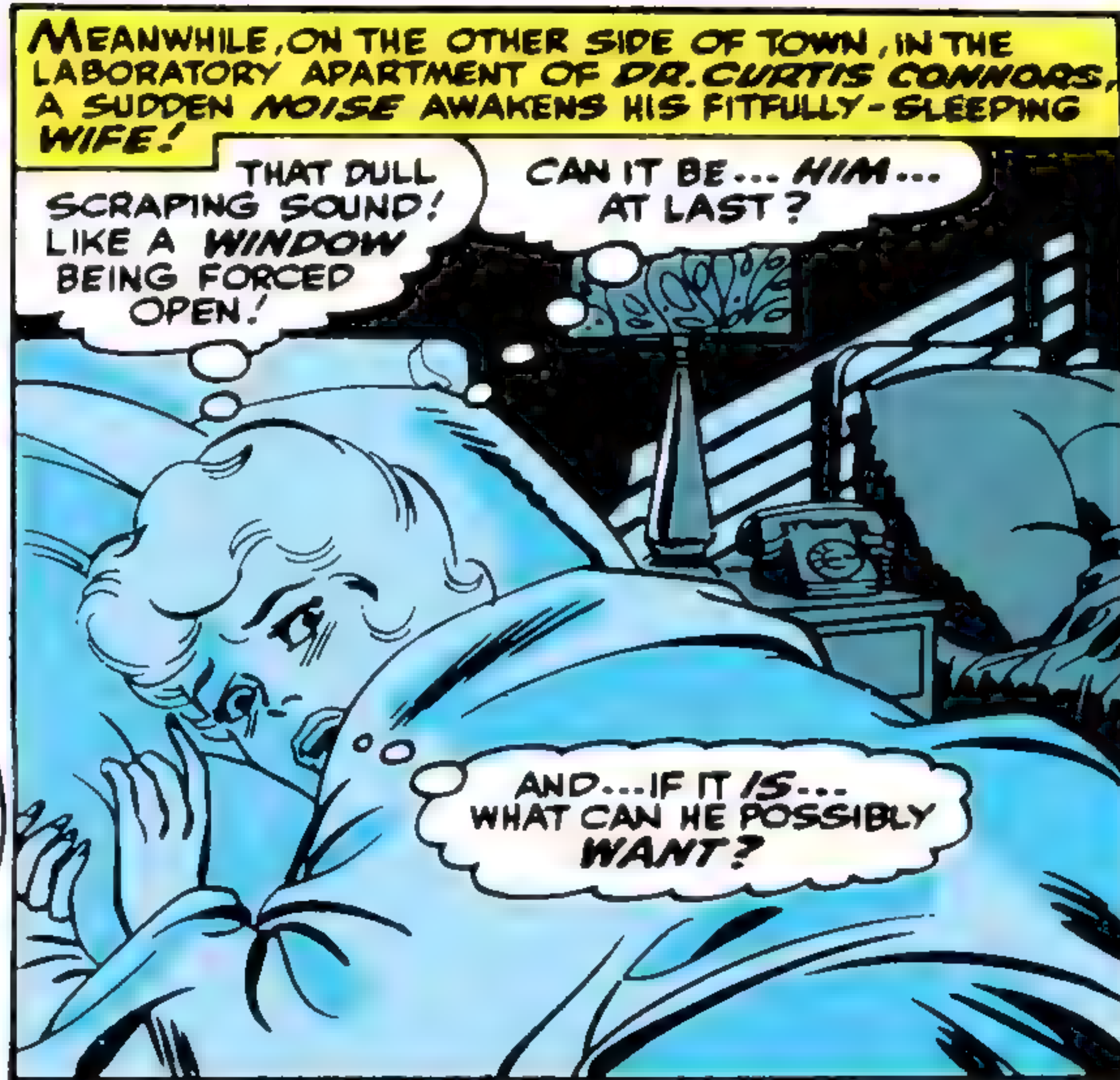
SKREEE!

STAN (THE MAN) LEE... JOHN (RING-A-DING) ROMITA  
ADVENTURE IN AGONIZING ACTION  
LETTERING - SAM ROSEN... WEB-UNTANGLING - IRY FORBUSH













BUT THEN, MOMENTS LATER ...

IT'S NO USE! I CAN'T UNDERSTAND ANY OF THIS STUPID, SCIENTIFIC GIBBERISH!

THE PAGES CONTAIN NOTHING BUT CHEMICAL SYMBOLS... NUMBERS... EQUATIONS!! WHAT GOOD IS THAT TO ME?!!

I'LL FIND ANOTHER WAY! I'LL DO IT WITHOUT HIS NOTES! I'VE GOT THE **STRENGTH**... THE **POWER**... TO ACCOMPLISH ANYTHING!

**THOP!**

ALL I HAVE TO DO IS **FIND** CONNORS, HIMSELF!

I'LL FORCE HIM TO GIVE ME THE FORMULA... BEFORE I **DESTROY** HIM!

WHILE, BACK AT THE MOONLIT ROOM...

**MOM!** WHAT WAS THAT **NOISE**? SOMETHING WOKE ME UP!

IT WAS **NOTHING**, BILLY DEAR! THE, EH... THE **WIND** BLEW SOME OF YOUR FATHER'S **BEAKERS** OVER!

BUT I CLOSED THE WINDOWS... YOU'LL BE ABLE TO GO BACK TO **SLEEP** AGAIN!

I FEEL SO **ALONE**... SO **HELPLESS**! MY OWN DEAR, WONDERFUL HUSBAND... TRANSFORMED INTO A **LIVING MONSTER**!

WHOM CAN I **TURN** TO? WHAT CAN I **DO**? HOW CAN I PROTECT **BILLY** FROM KNOWING THE **TRUTH**?

IF ONLY I KNEW WHERE TO FIND **SPIDER-MAN**!

MOM... DID YOU... EVER FEEL **SCARED**... WITHOUT KNOWING **WHY**...??



THE NEXT MORNING, AT THE OFFICE OF THE **DAILY BUGLE**, WE FIND...

THINGS ARE PRETTY **SLOW** RIGHT NOW... SO THIS IS MY CHANCE TO ASSUME THE IDENTITY OF **PATCH**, THE UNDERWORLD INFORMER, AND KEEP MY EYE ON **PETER PARKER**!

I'VE GOT TO LEARN HOW HE MANAGES TO GET SO MANY EXCLUSIVE PHOTOS OF **SPIDER-MAN**!

**FOSWELL!**

WHERE IN BLUE BLAZES DO YOU THINK YOU'RE GOING?

I'M NOT RUNNIN' A BLASTED TRAVEL AGENCY AROUND HERE!

I JUST THOUGHT I'D MOSEY AROUND TOWN, MR. JAMESON, AND SEE IF I COULD PICK UP SOME **LEADS** ON A NEW STORY!

**FORGET IT, MISTER!** THE **LIZARD** WAS SIGHTED LAST NIGHT! SEE WHAT YOU CAN DIG UP ABOUT HIM!

WELL, THAT TAKES CARE OF THAT! I'LL HAVE TO PUT OFF TAILING PARKER TILL SOME OTHER TIME!

DON'T JUST STAND THERE! GET GOING!

WHAT'S WITH YOU TWO, AGAIN?? HOW MANY TIMES DO I HAVE TO TELL YOU TO MAKE YOUR **BLAMED WEDDING PLANS** ON YOUR OWN TIME??

SORRY, J.J.... BUT IT WAS BETTY'S **COFFEE BREAK**, SO WE THOUGHT...

I'LL DO THE THINKING HERE! DOESN'T ANYONE DO A FULL DAY'S WORK ANY MORE?

BUT IT'S **NED'S COFFEE BREAK**, ALSO!

THAT **SINKS** IT! THE WHOLE **WORLD** IS AGAINST ME!

I WORK MY **FINGERS** TO THE BONE, KEEPING THIS NEWSPAPER TOGETHER... JUST TO PROVIDE **JOBS** FOR EVERYONE... AND THAT'S THE THANKS I GET FOR IT!

IT'S LIKE I ALWAYS SAY.. EVERYONE TAKES **ADVANTAGE** OF ME BECAUSE I'M TOO **SOFT-HEARTED**!

THE OLD HYPOCRITE! HE MEANS **SOFT-HEADED**!

HUSH, DARLING! WE CAN'T AFFORD TO BE FIRED **NOW**... BEFORE OUR **WEDDING**!

NOW, BACK TO OUR LIST... WE'LL HAVE TO INVITE **PETER PARKER**...

BUT AT THIS PARTICULAR TIME, MISTER PARKER HAS **OTHER**, LESS ROMANTIC MATTERS TO CONCERN HIM...

I'VE PROVEN THAT I CAN HANDLE MYSELF IN A FIGHT... EVEN WITH **ONE** ARM... BUT NOW I'VE **ANOTHER** PROBLEM...

SO WHAT'LL HAPPEN WHEN **PETER PARKER** IS SEEN AROUND TOWN **ALSO** SPORTING HIS WING IN A SLING?

EVERYONE KNOWS THAT **SPIDER-MAN** HAS AN INJURED LEFT ARM...

MAYBE I CAN **FAKE** IT, BY KEEPING MY HAND IN MY **POCK**... **OWW!** NO... IT'S TOO **PAINFUL**!

THE **HECK** WITH IT! A FELLA HAS TO TAKE **SOME** CHANCES! I'LL JUST **BLUFF** MY WAY THROUGH!

WHY SHOULD ANYONE TRY TO CONNECT **ME** WITH **SPIDEY**? I COULD HAVE HURT MY ARM ON MY **CYCLE**!

THAT'S IT! THAT'S THE EXCUSE I'LL USE!

ANY-THING'S BETTER THAN HIDING INDOORS LIKE A **COWARD**!

I'LL HAVE TO GRAB A **BUS** THIS MORNING! CAN'T USE MY WHEELS WITH ONLY ONE HAND!

BOY, MARY JANE WILL **FLIP** WHEN SHE SEES HOW **ZINGY** IT LOOKS SINCE I PAINTED IT THAT **ROLICKIN' RED**!

**LATER**, AT THE CAMPUS OF GOOD OL' E.S.U...

JUST MY LUCK! THE FIRST JOKER I RUN INTO HAS TO BE **FLASH THOMPSON**! OH WELL...

WILL YA LOOK AT THAT, HARRY! IT'S **PUNY PARKER**, WITH HIS ARM IN A SLING!

WHATCHA TRYIN' TO DO, USELESS...? MAKE US THINK YOU'RE **SPIDER-MAN**?

IF HE IS, HE'S SURE DOING IT THE **HARD WAY**!

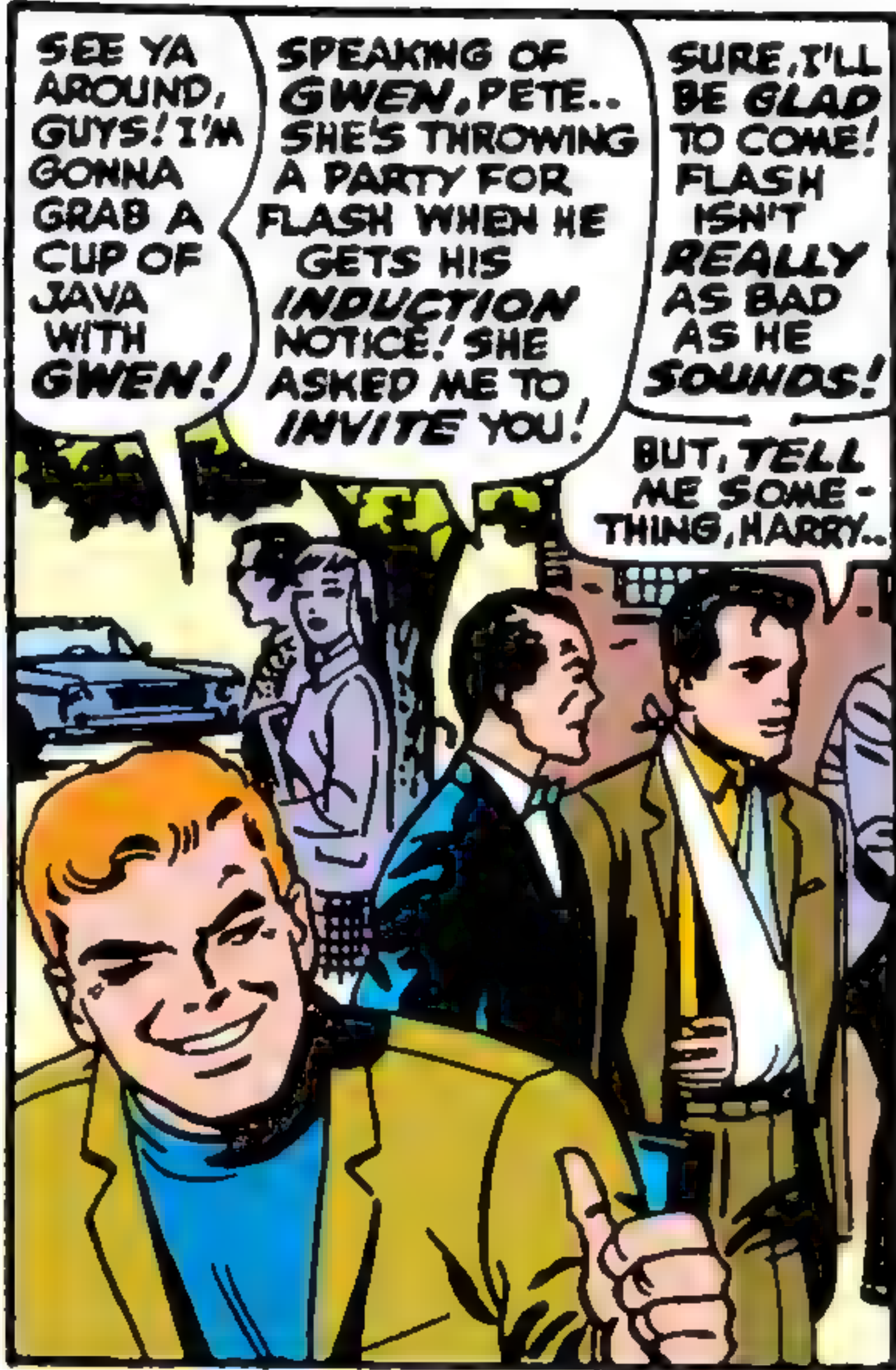
**VER-RY FUNNY** GROUP! ALMOST AS FUNNY AS SPRAINING YOUR ARM WHILE DRIVING A **CYCLE**!

AWW, DON'T BE **ANGRY**, PETE! I **FIGURED** THAT MUST BE WHAT HAPPENED!

THAT'S WHAT YOU GET FOR RIDING THAT THING, SON! A CHARACTER LIKE YOU BELONGS ON A **TRICYCLE**!

WHEW! IT WENT EASIER THAN I EXPECTED! I SHOULD HAVE **KNOWN** THEY'D NEVER LINK ME WITH **SPIDEY**!





SEE YA AROUND, GUYS! I'M GONNA GRAB A CUP OF JAVA WITH GWEN!

SPEAKING OF GWEN, PETE... SHE'S THROWING A PARTY FOR FLASH WHEN HE GETS HIS INDUCTION NOTICE! SHE ASKED ME TO INVITE YOU!

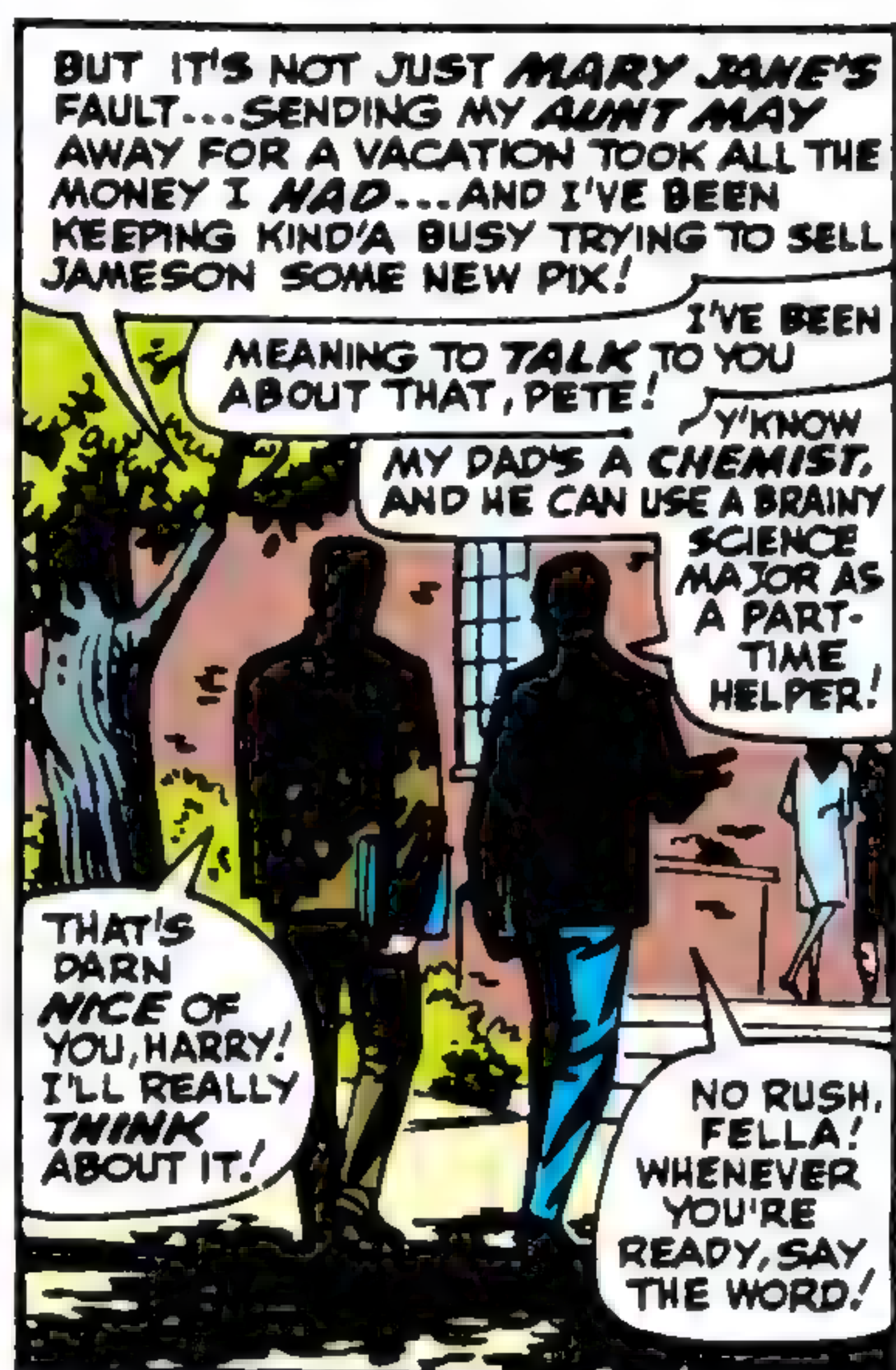
SURE, I'LL BE GLAD TO COME! FLASH ISN'T REALLY AS BAD AS HE SOUNDS!

BUT, TELL ME SOMETHING, HARRY...



HOW COME GWEN DIDN'T ASK ME HERSELF? LET'S FACE IT, SON... YOU HAVEN'T BEEN AROUND THAT MUCH SINCE MARY JANE MADE THE SCENE!

OH...I...I GUESS YOU'RE RIGHT!



BUT IT'S NOT JUST MARY JANE'S FAULT...SENDING MY AUNT MAY AWAY FOR A VACATION TOOK ALL THE MONEY I HAD...AND I'VE BEEN KEEPING KIND'A BUSY TRYING TO SELL JAMESON SOME NEW PIX!

MEANING TO TALK TO YOU ABOUT THAT, PETE!

I'VE BEEN ABOUT THAT, PETE!

Y'KNOW MY DAD'S A CHEMIST, AND HE CAN USE A BRAINY SCIENCE MAJOR AS A PART-TIME HELPER!

THAT'S DARN NICE OF YOU, HARRY! I'LL REALLY THINK ABOUT IT!

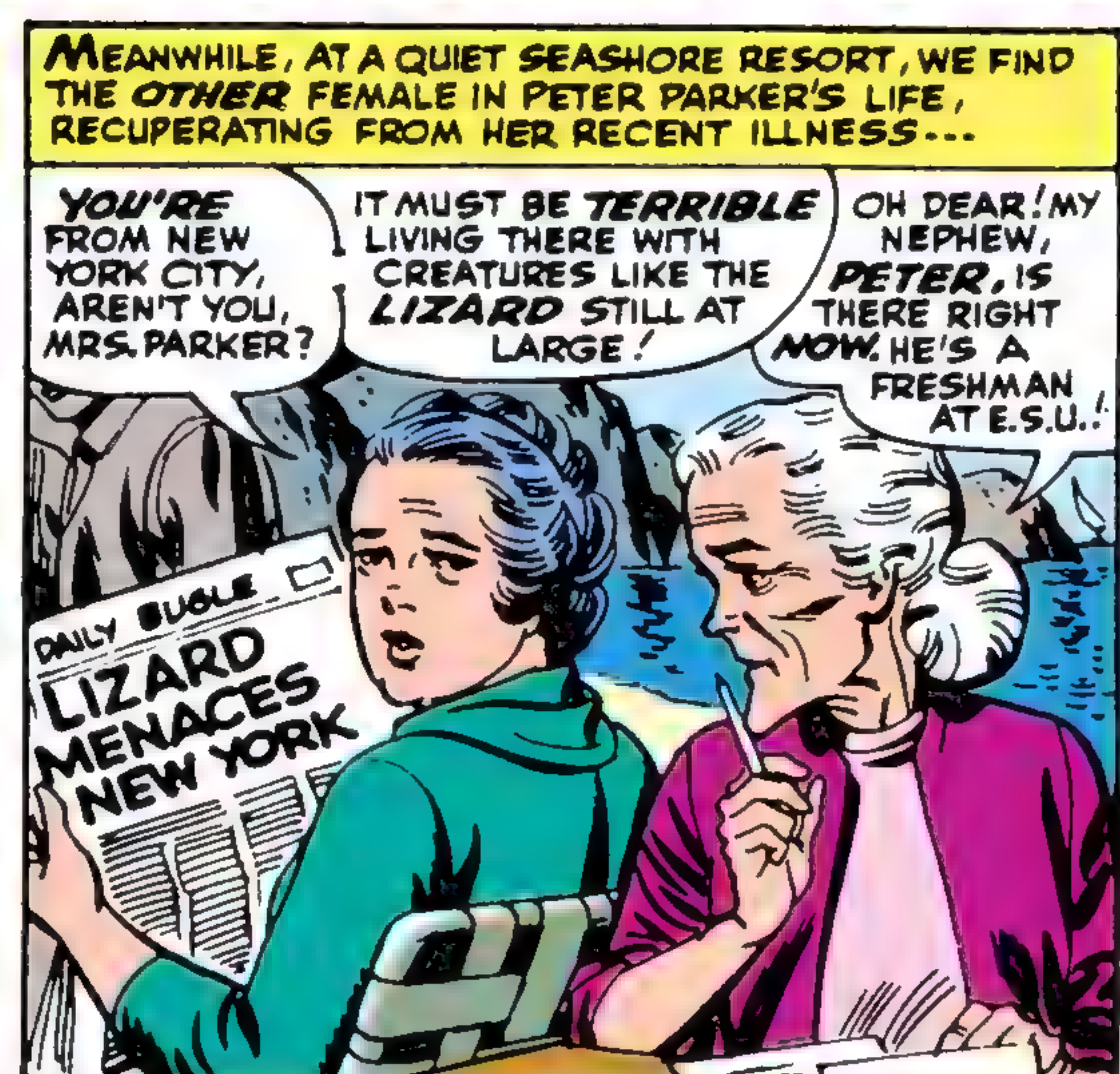
NO RUSH, FELLA! WHENEVER YOU'RE READY, SAY THE WORD!



I'D SURE LIKE TO TAKE HARRY'S DAD UP ON THAT... BUT I'VE TOO MANY THINGS TO TAKE CARE OF FIRST!

I'LL BET I DON'T SEE MARY JANE NEARLY AS MUCH AS GWEN THINKS I DO!

IT'S FUNNY THE WAY I KEEP THINKING OF GWEN, EVEN THOUGH I'VE NEVER REALLY DATED HER! MARY JANE ALWAYS SEEMS TO POP UP BETWEEN US!

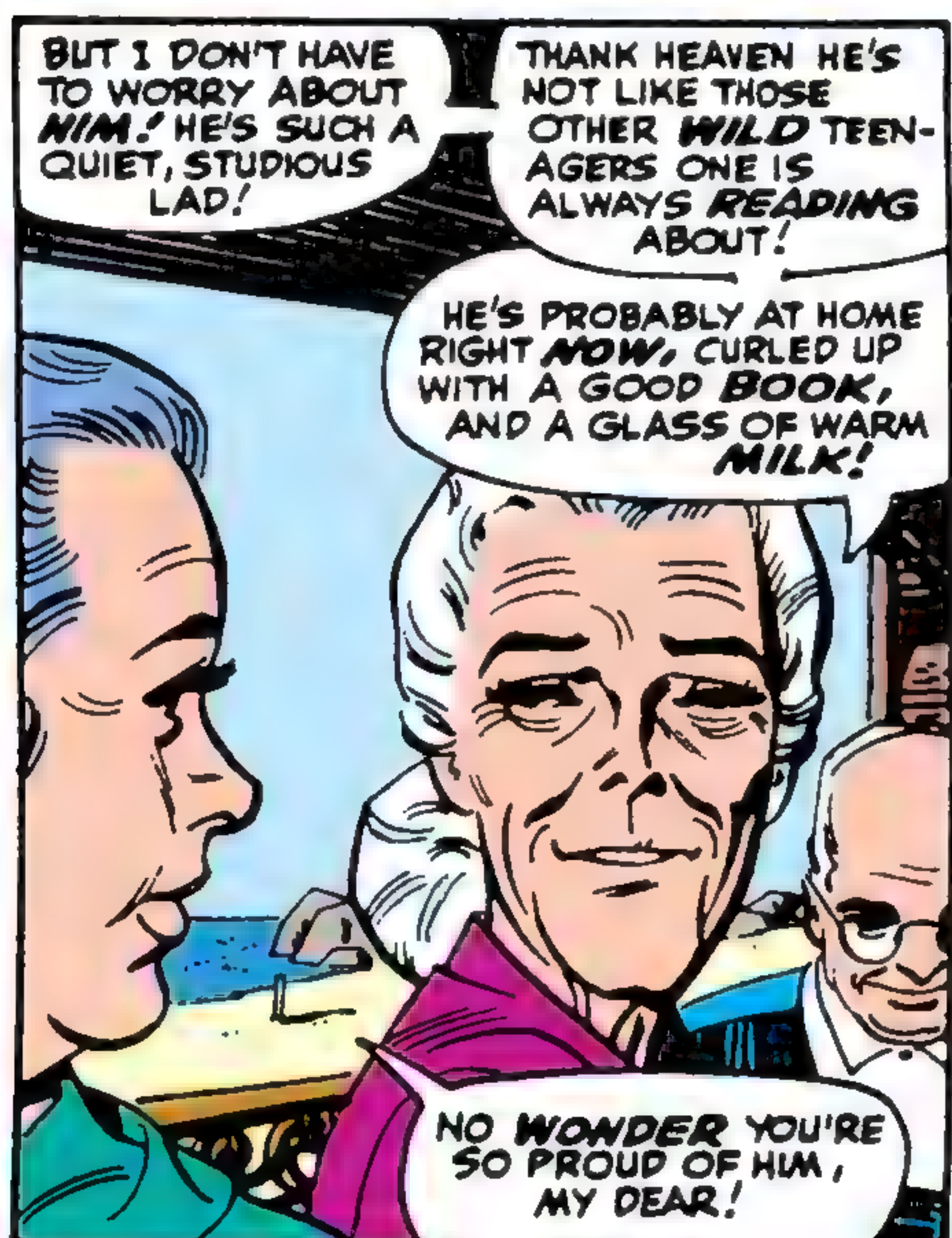


MEANWHILE, AT A QUIET SEASHORE RESORT, WE FIND THE OTHER FEMALE IN PETER PARKER'S LIFE, RECUPERATING FROM HER RECENT ILLNESS...

YOU'RE FROM NEW YORK CITY, AREN'T YOU, MRS. PARKER?

IT MUST BE TERRIBLE LIVING THERE WITH CREATURES LIKE THE LIZARD STILL AT LARGE!

OH DEAR! MY NEPHEW, PETER, IS THERE RIGHT NOW. HE'S A FRESHMAN AT E.S.U.!

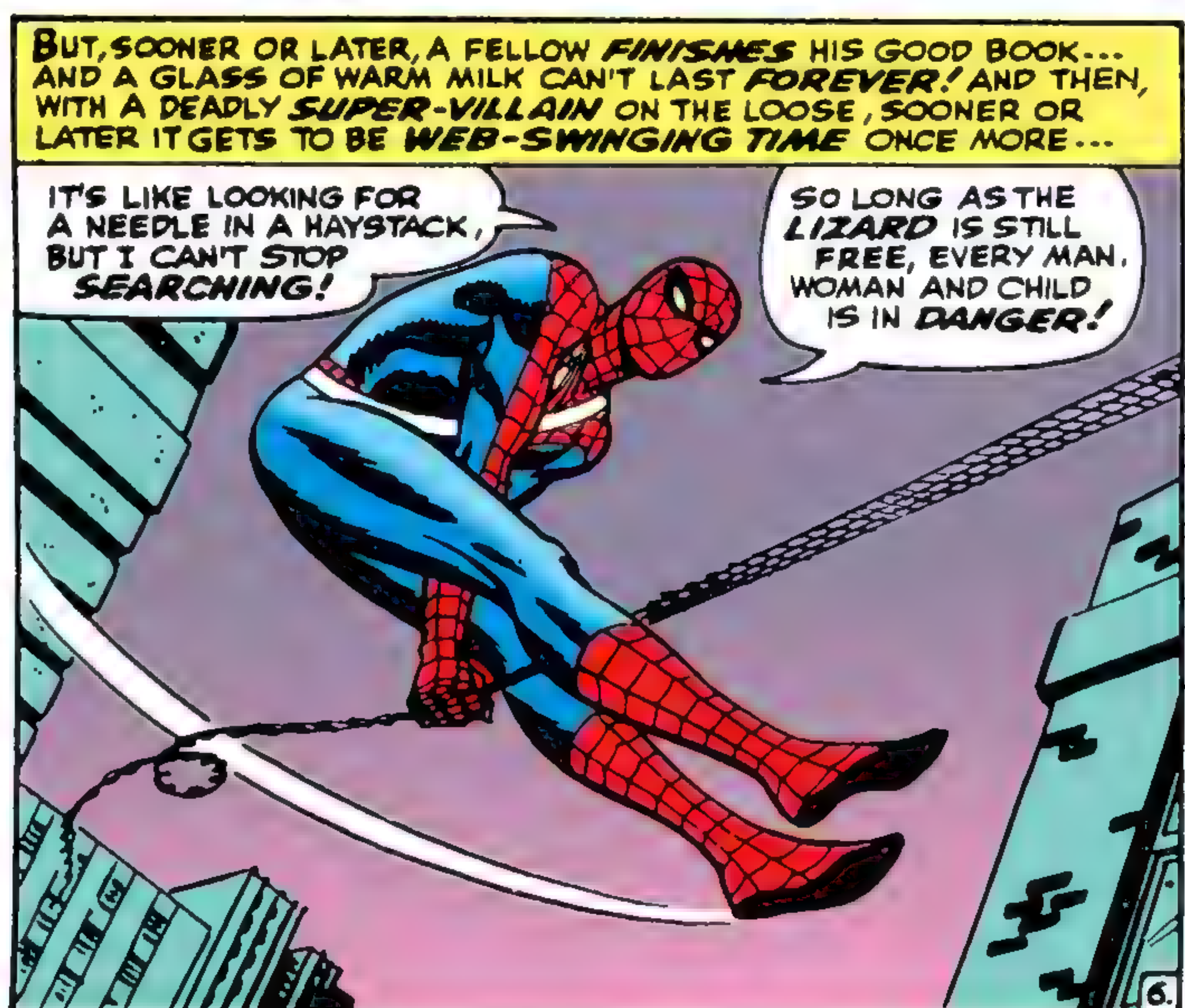


BUT I DON'T HAVE TO WORRY ABOUT HIM! HE'S SUCH A QUIET, STUDIOUS LAD!

THANK HEAVEN HE'S NOT LIKE THOSE OTHER WILD TEEN-AGERS ONE IS ALWAYS READING ABOUT!

HE'S PROBABLY AT HOME RIGHT NOW, CURLED UP WITH A GOOD BOOK, AND A GLASS OF WARM MILK!

NO WONDER YOU'RE SO PROUD OF HIM, MY DEAR!

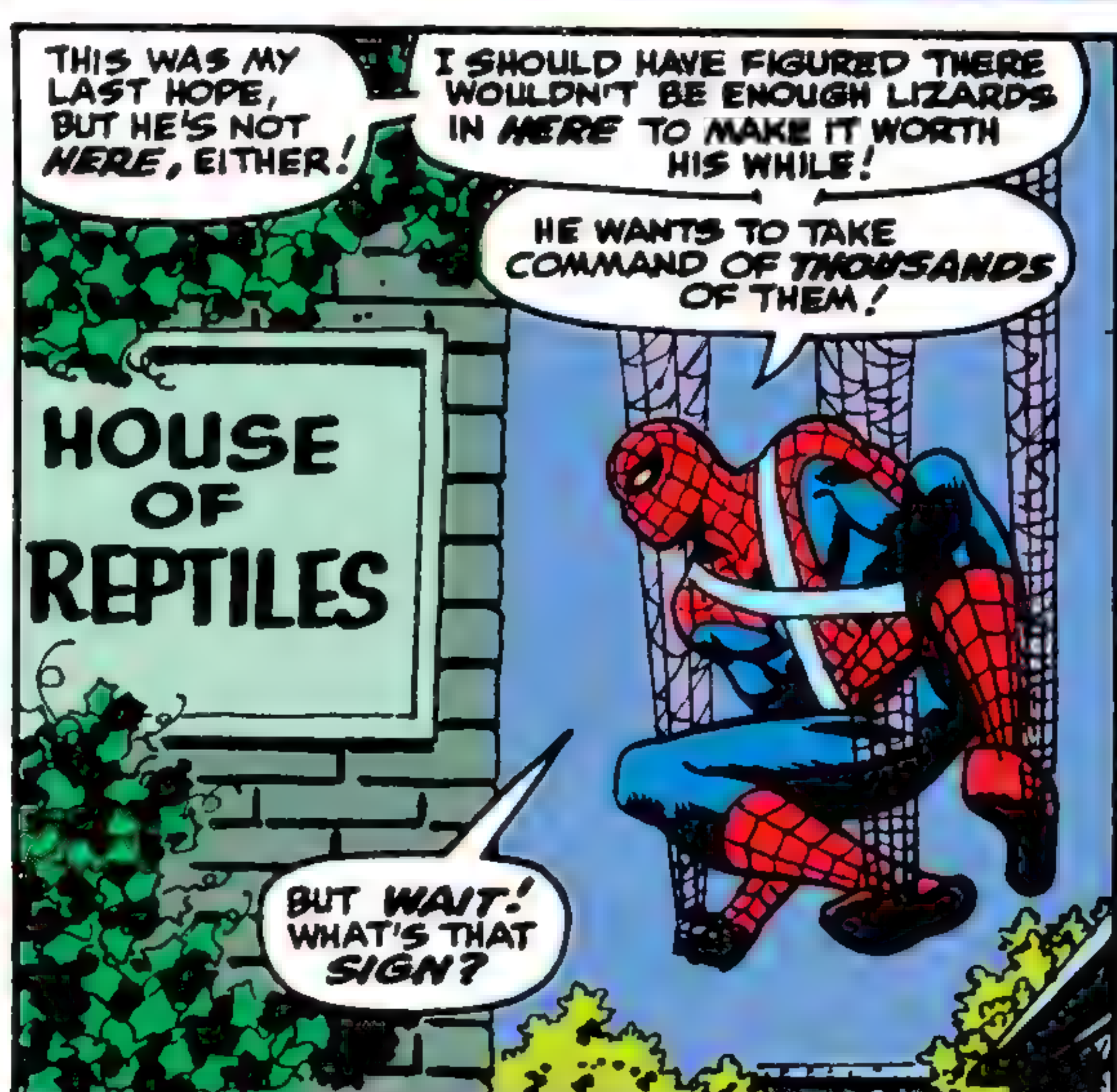
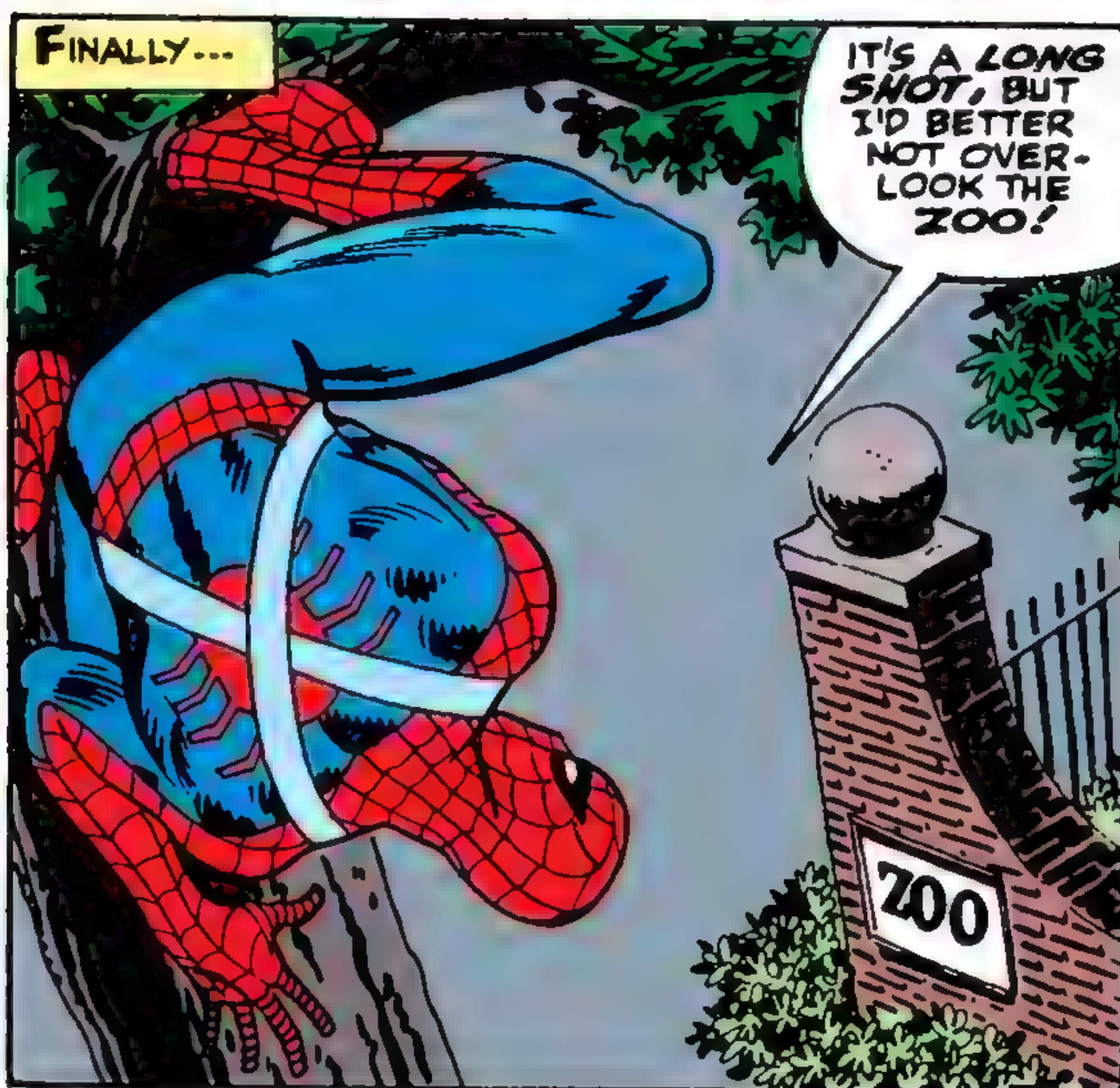
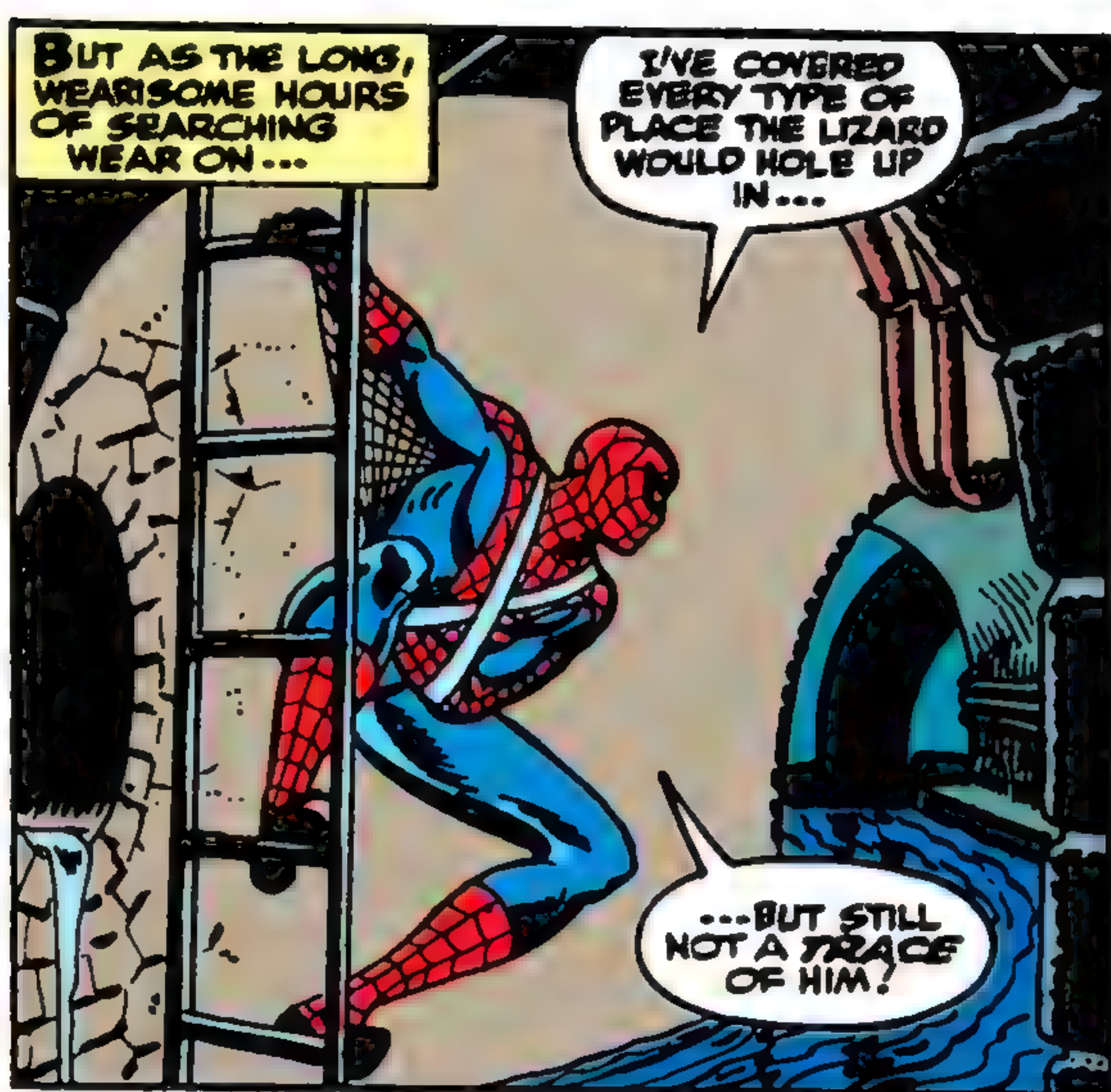


BUT, SOONER OR LATER, A FELLOW FINISHES HIS GOOD BOOK... AND A GLASS OF WARM MILK CAN'T LAST FOREVER! AND THEN, WITH A DEADLY SUPER-VILLAIN ON THE LOOSE, SOONER OR LATER IT GETS TO BE WEB-SWINGING TIME ONCE MORE...

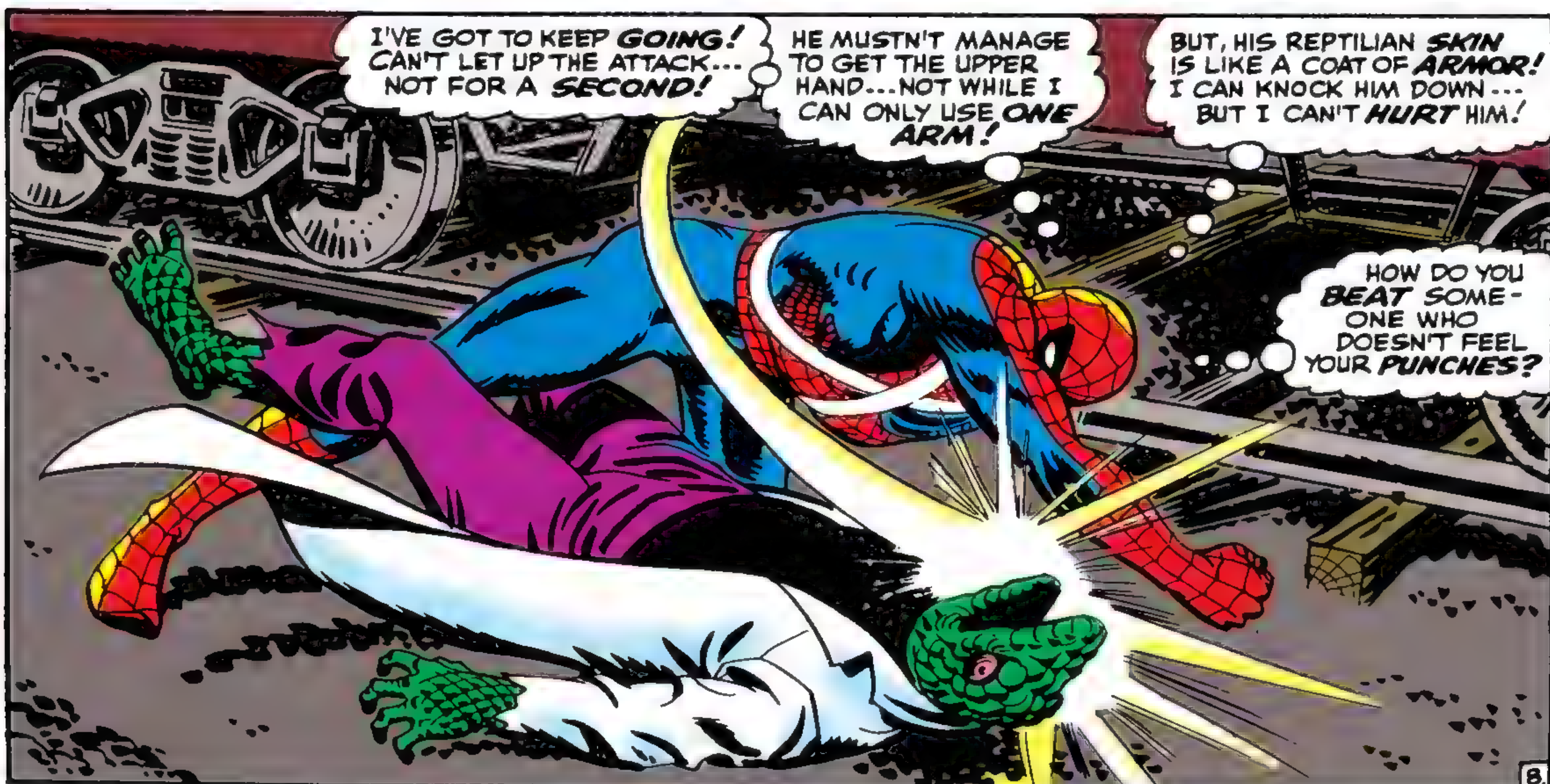
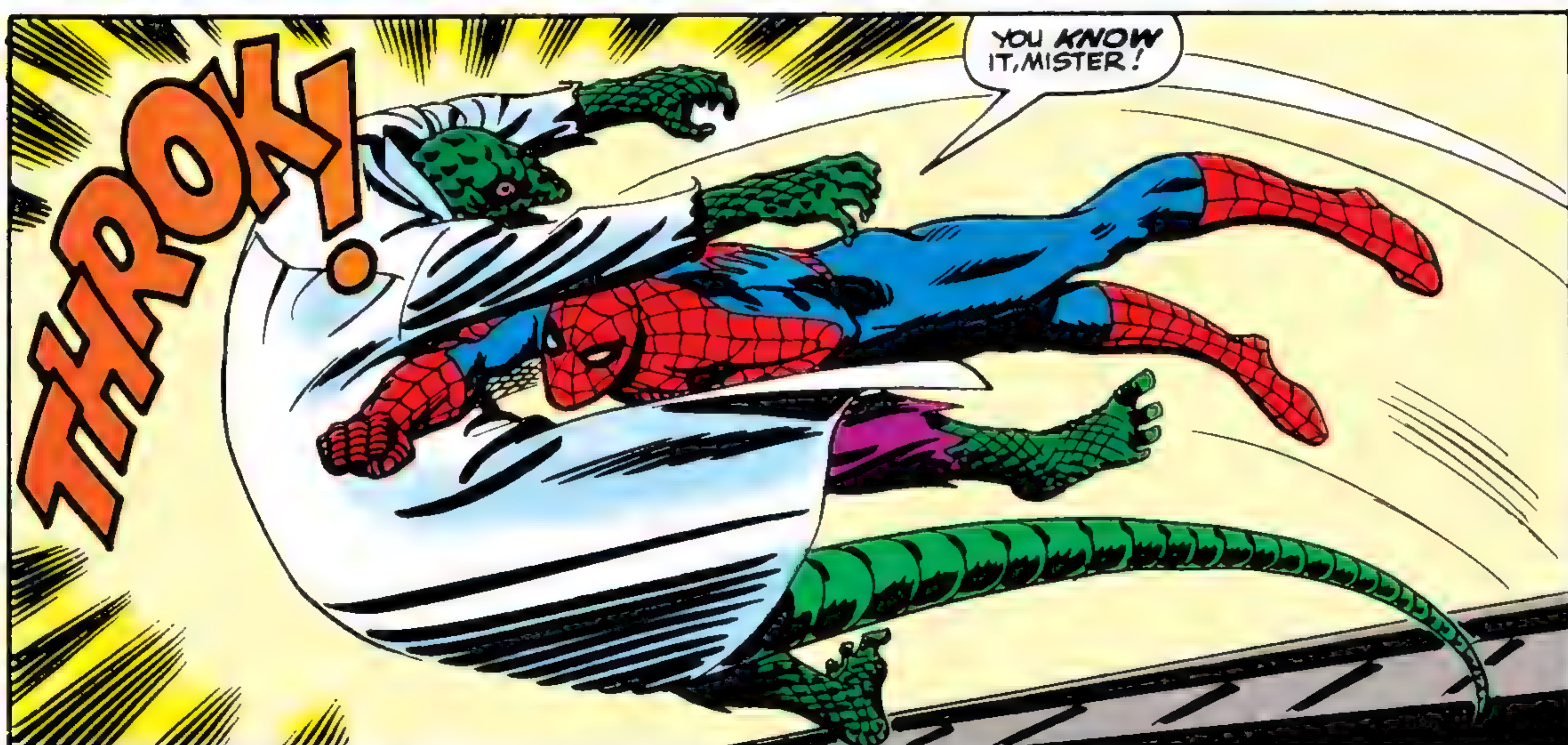
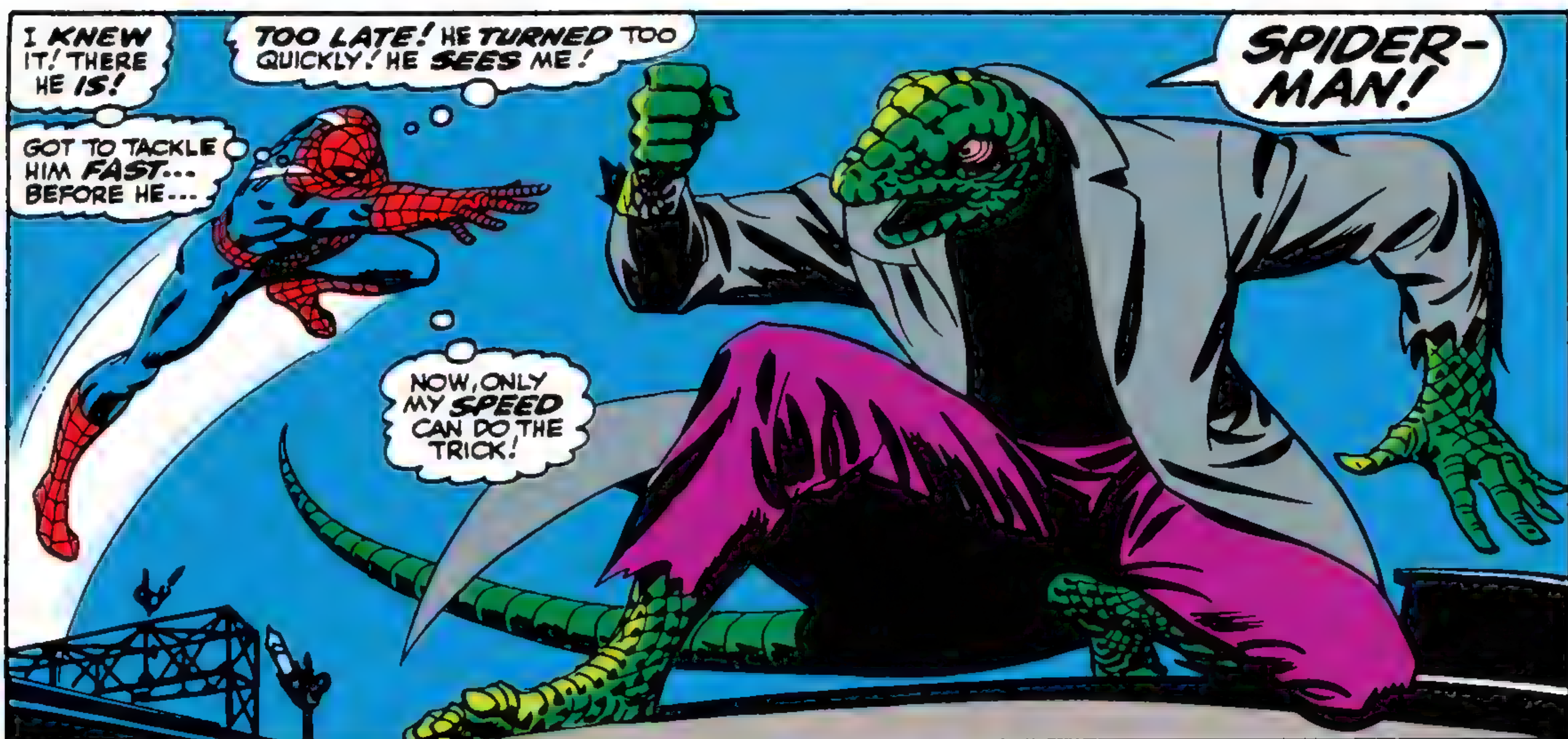
IT'S LIKE LOOKING FOR A NEEDLE IN A HAYSTACK, BUT I CAN'T STOP SEARCHING!

SO LONG AS THE LIZARD IS STILL FREE, EVERY MAN, WOMAN AND CHILD IS IN DANGER!

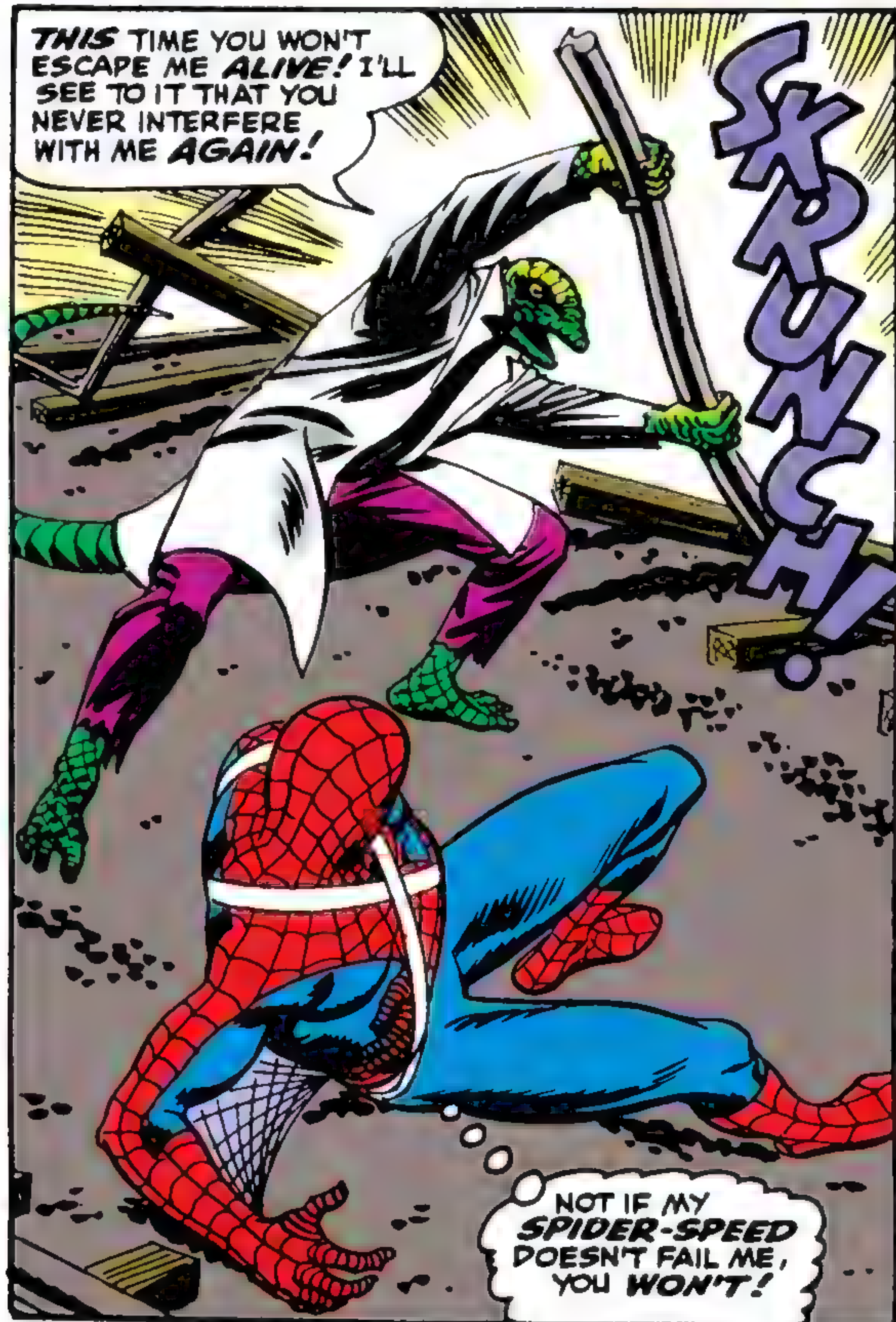
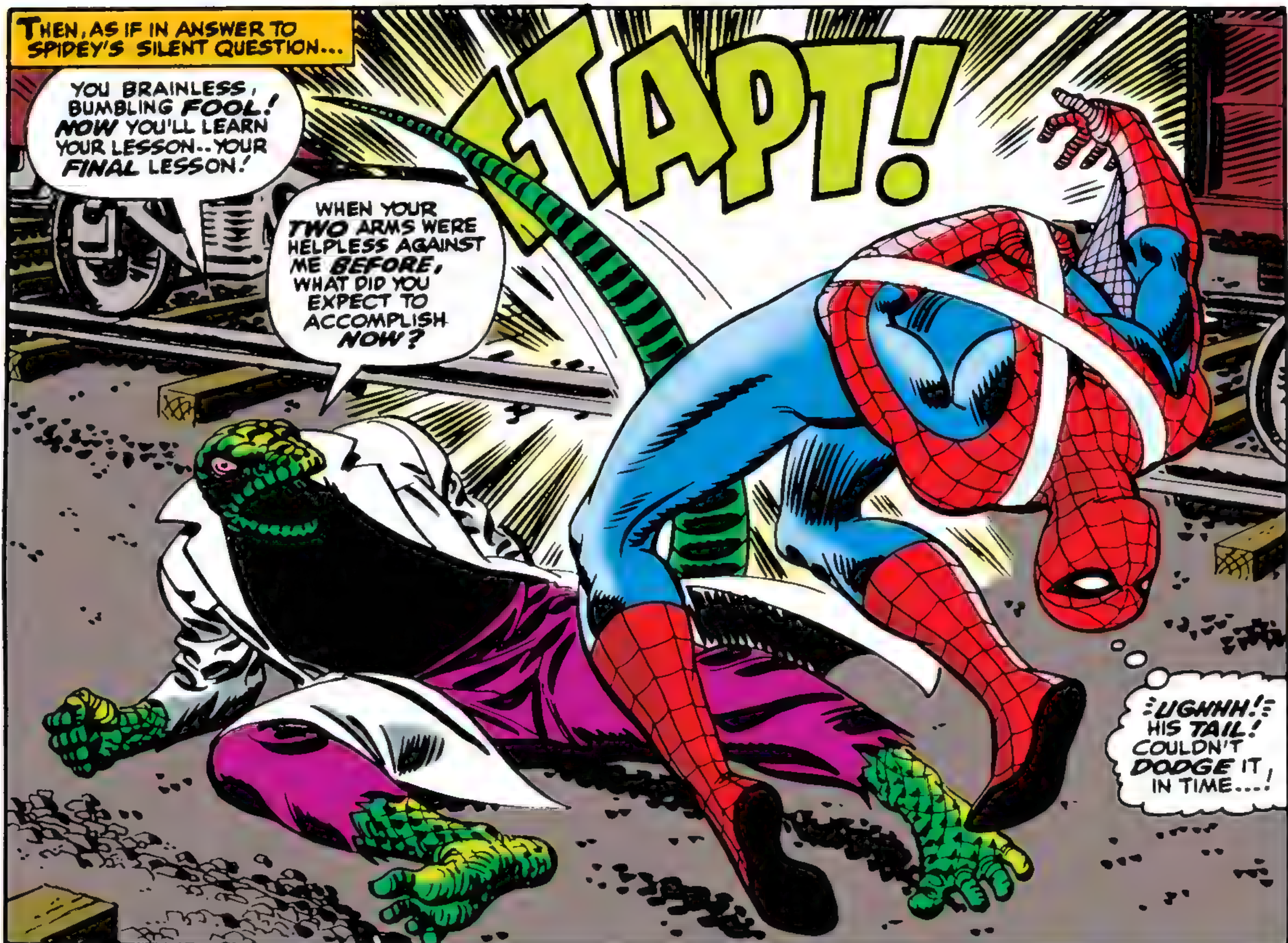








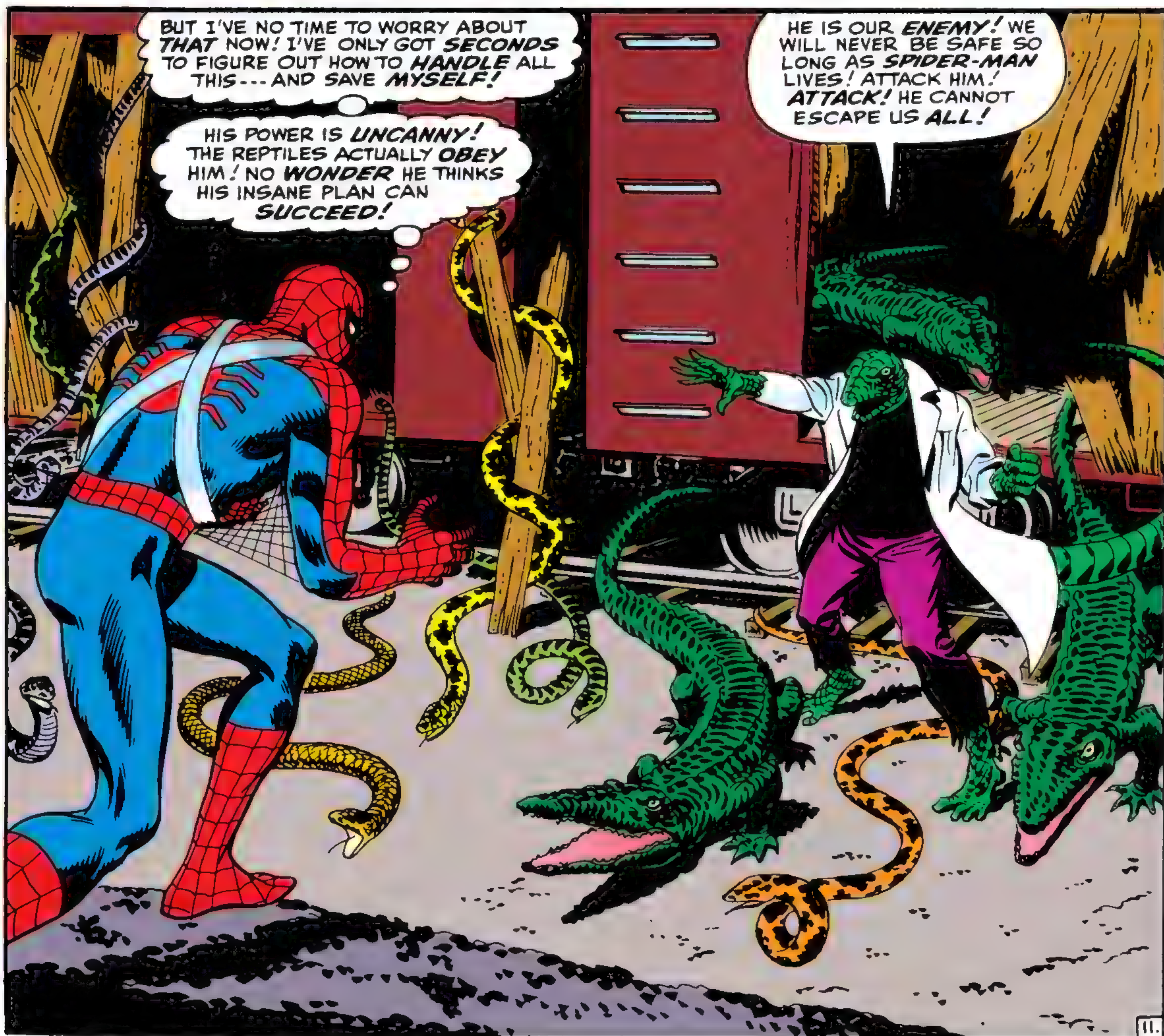
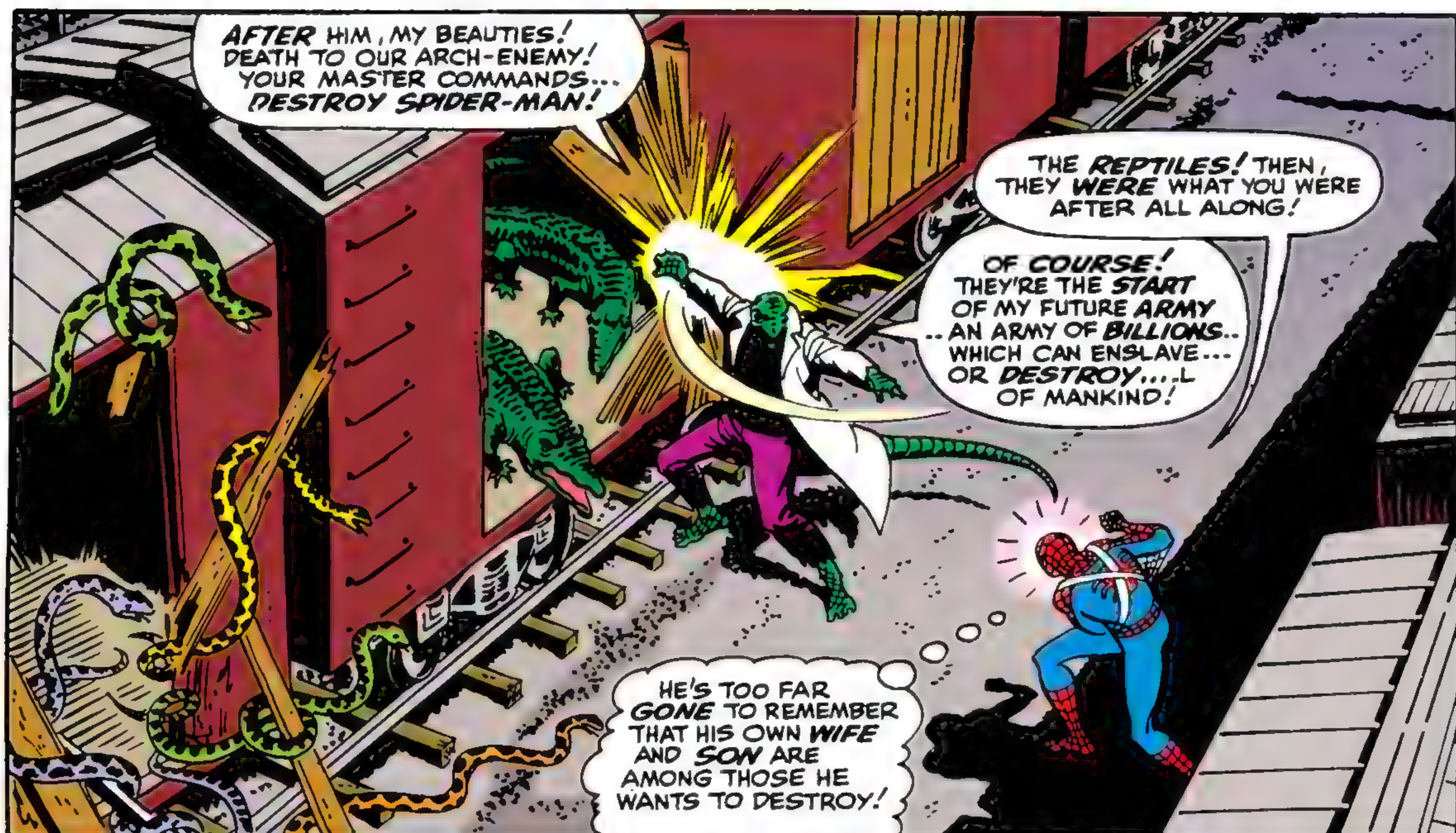




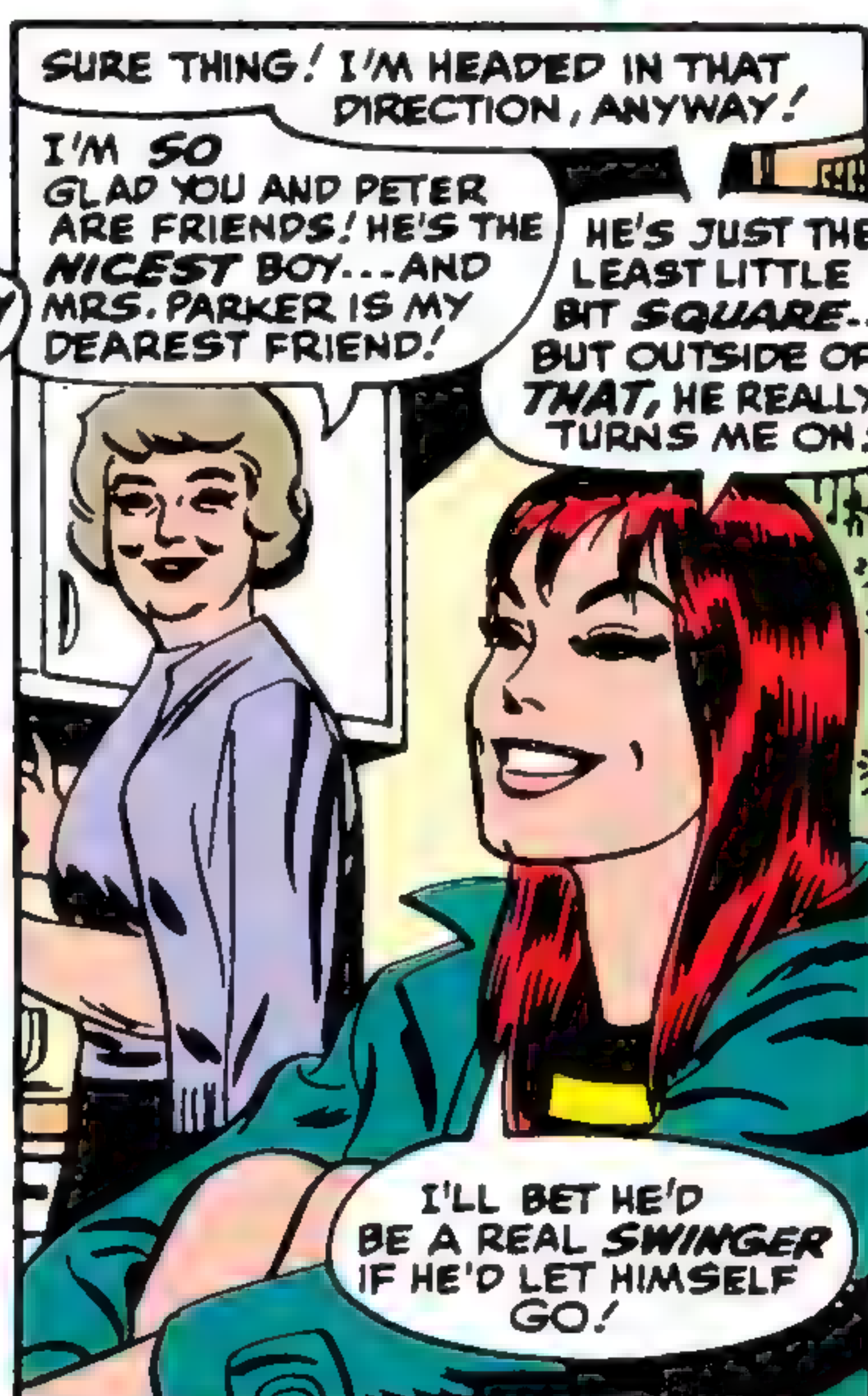




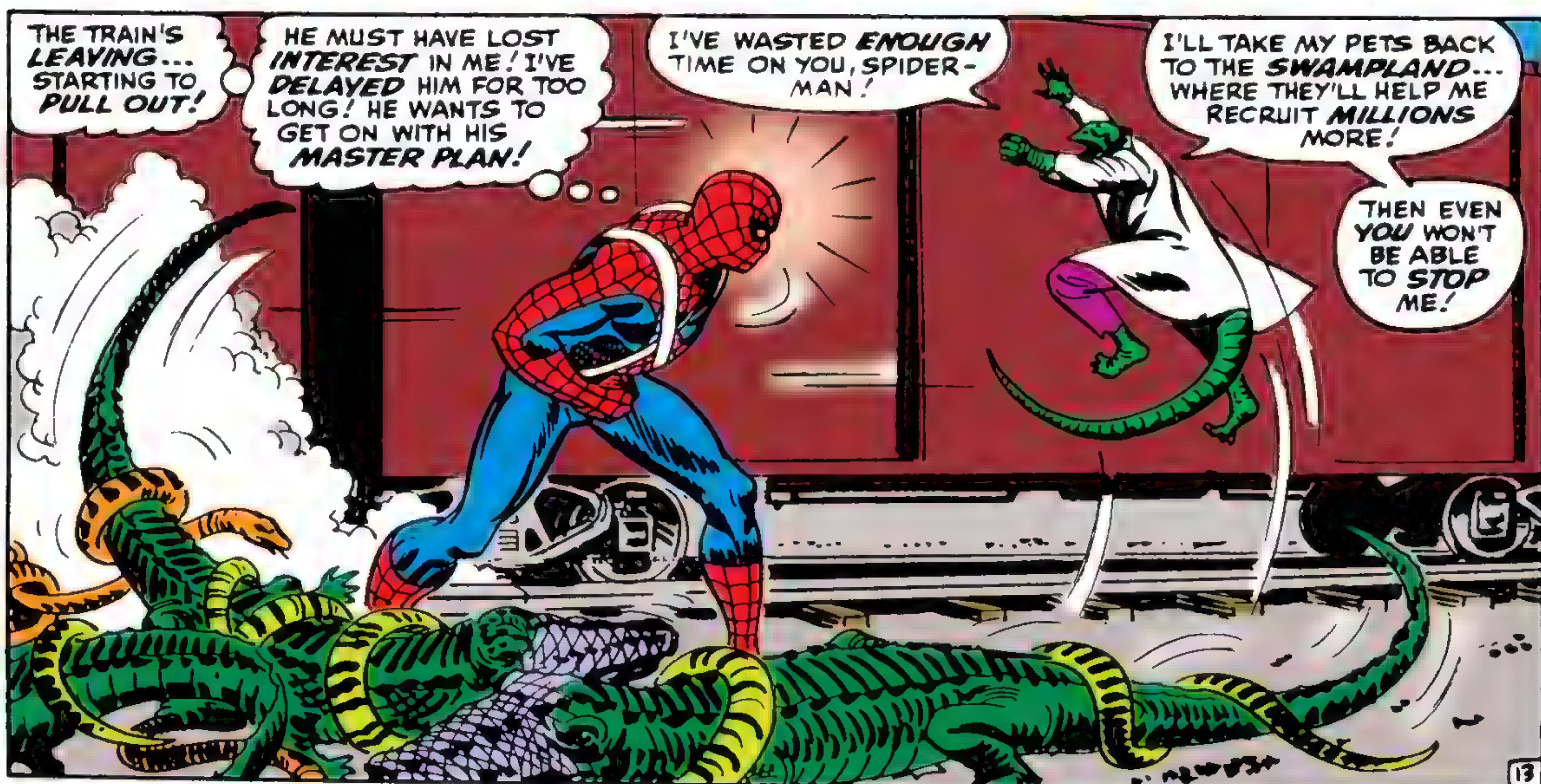
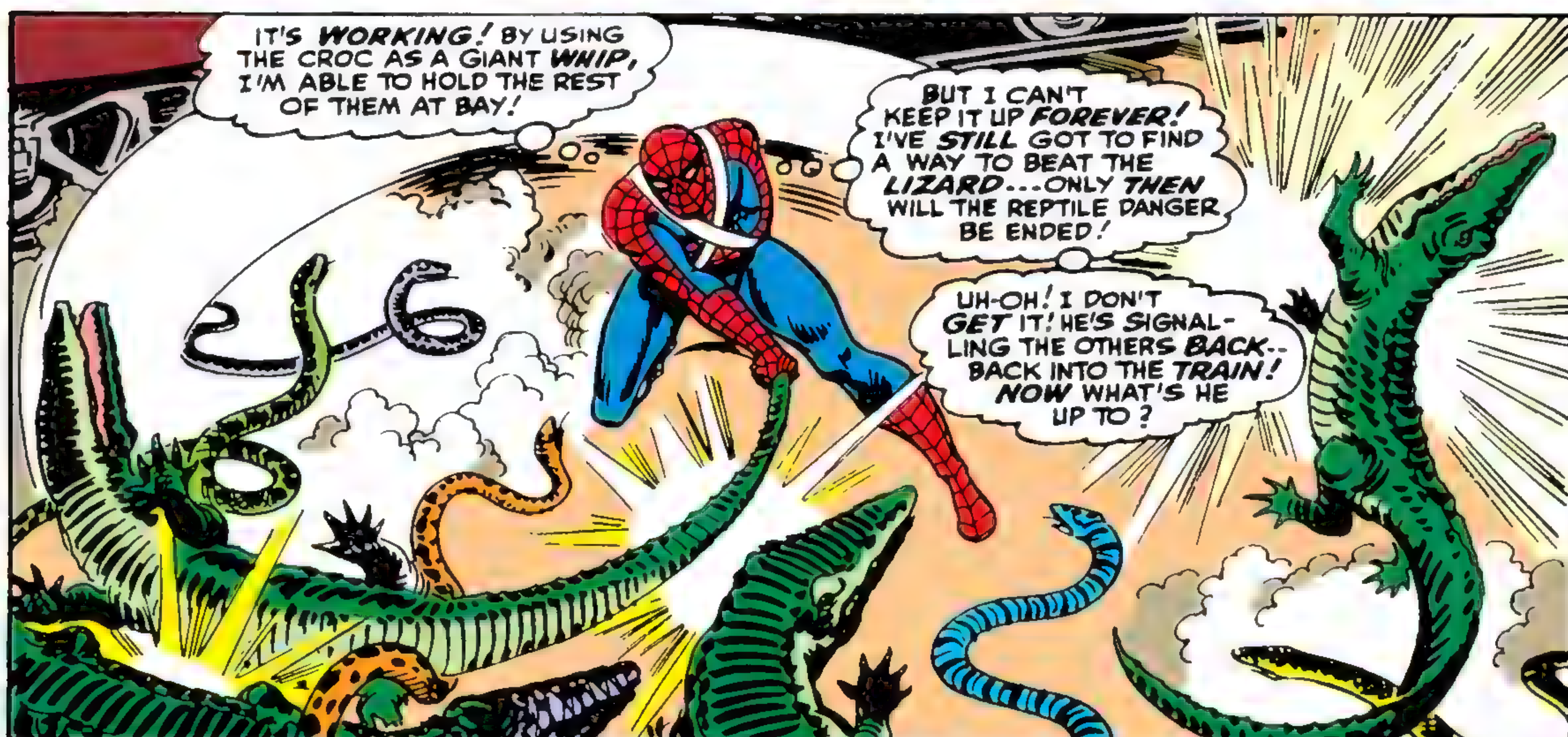
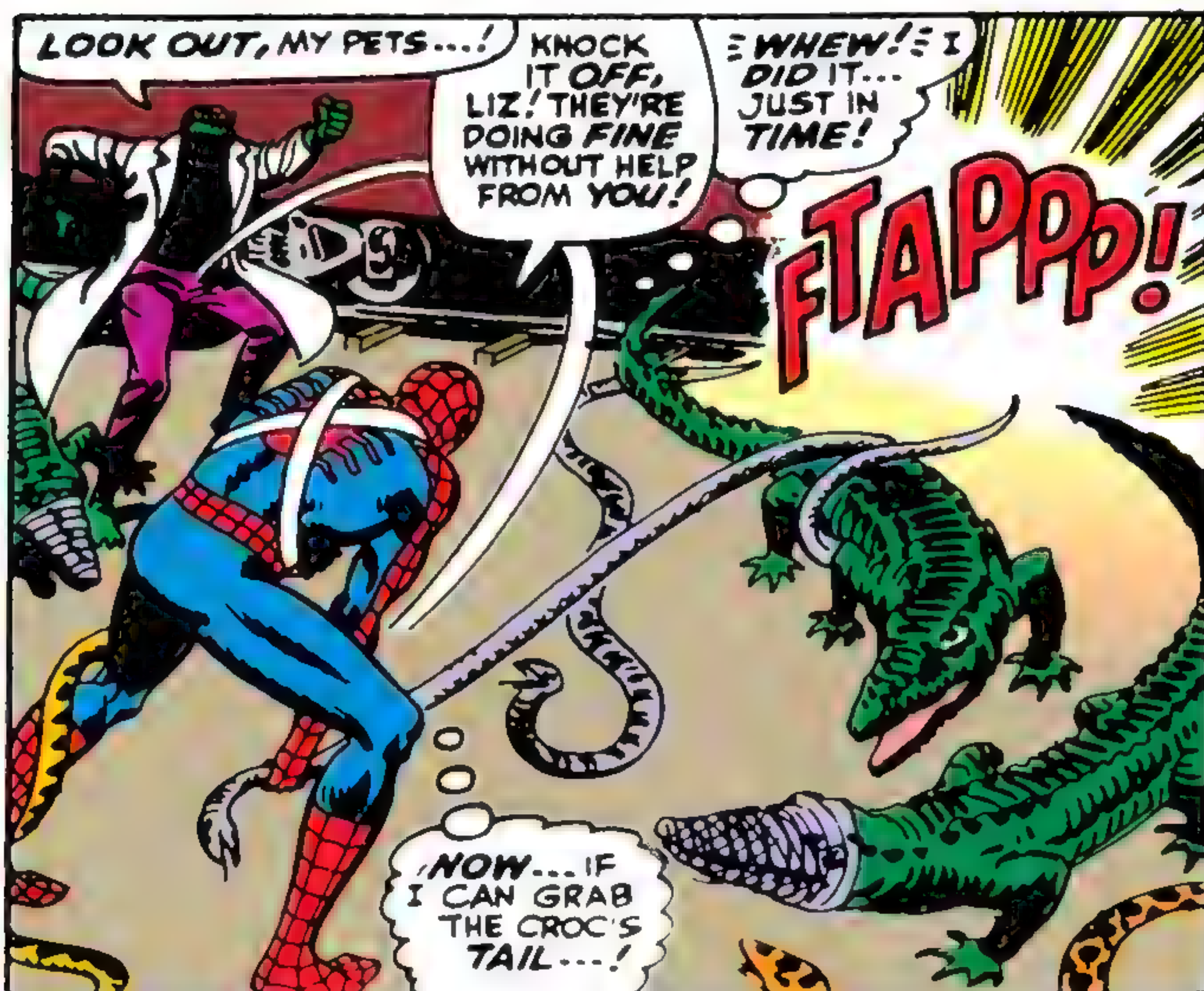




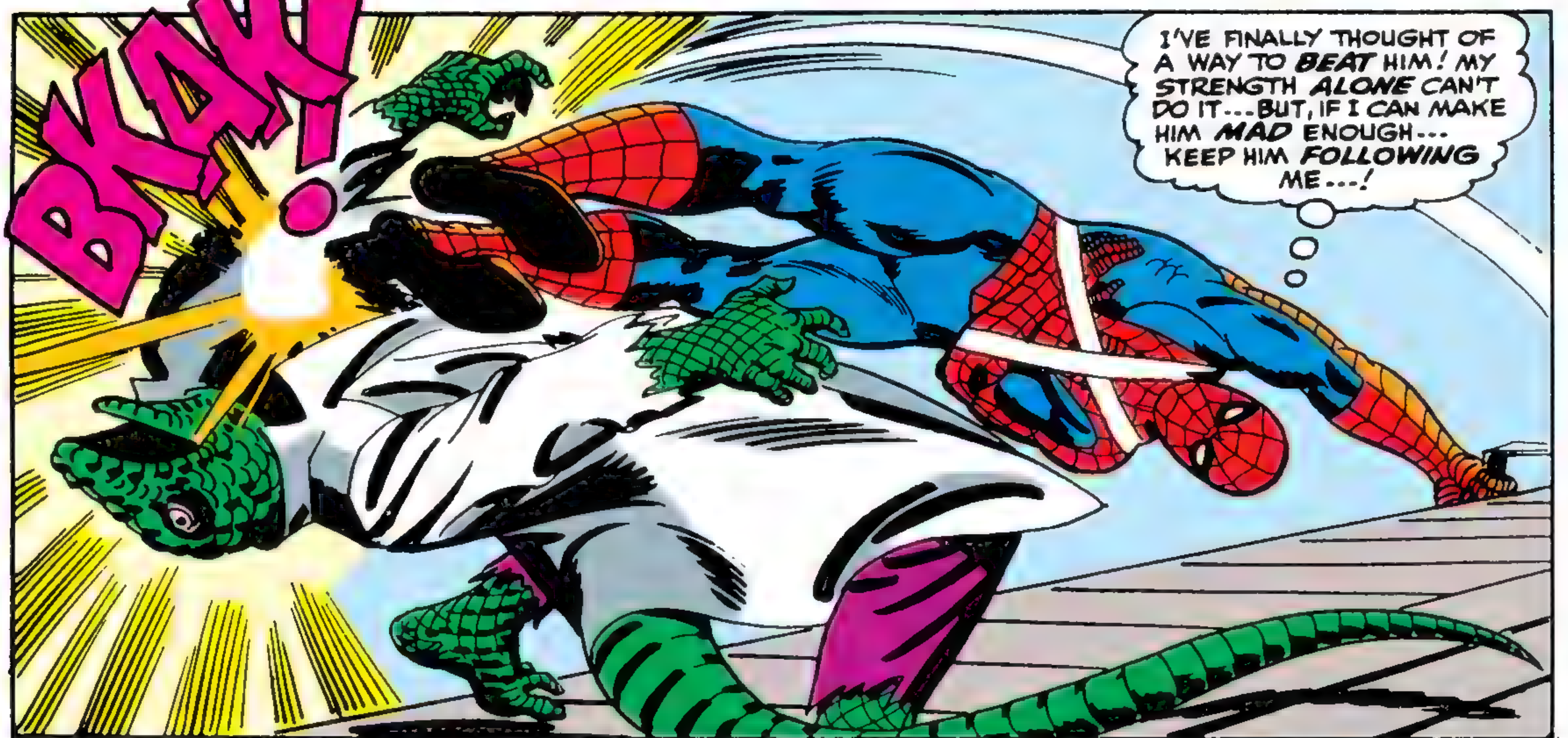




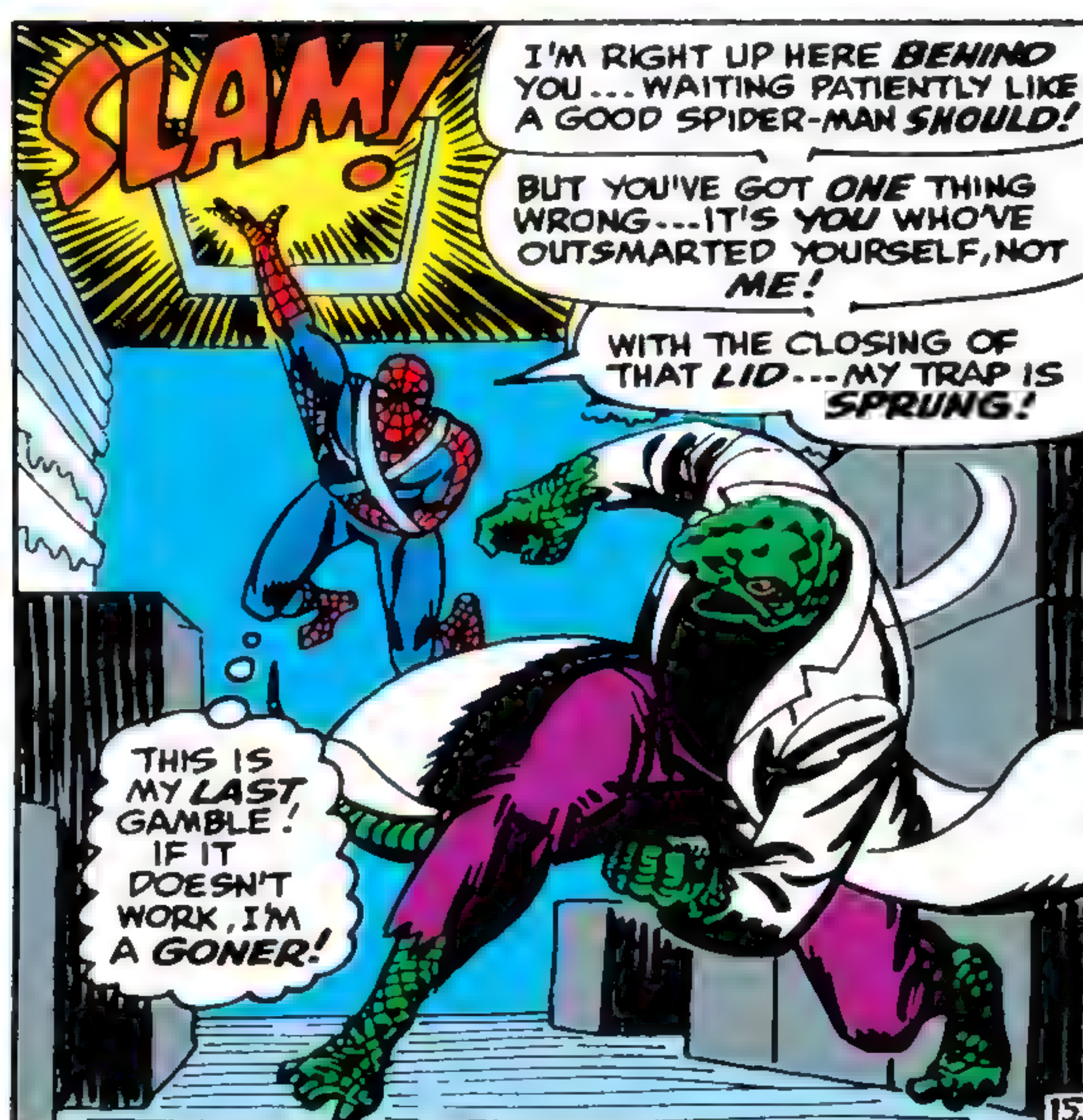
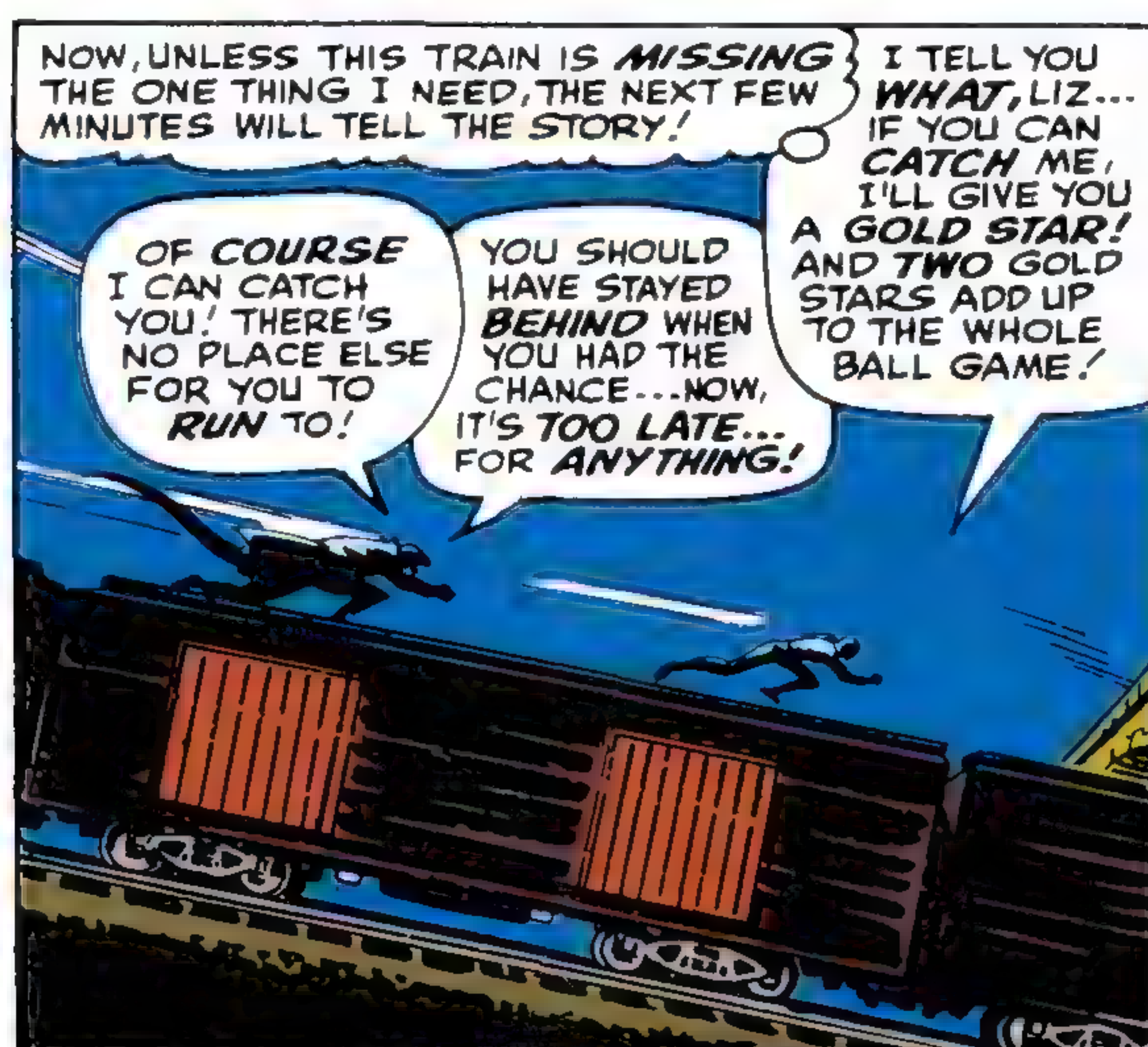
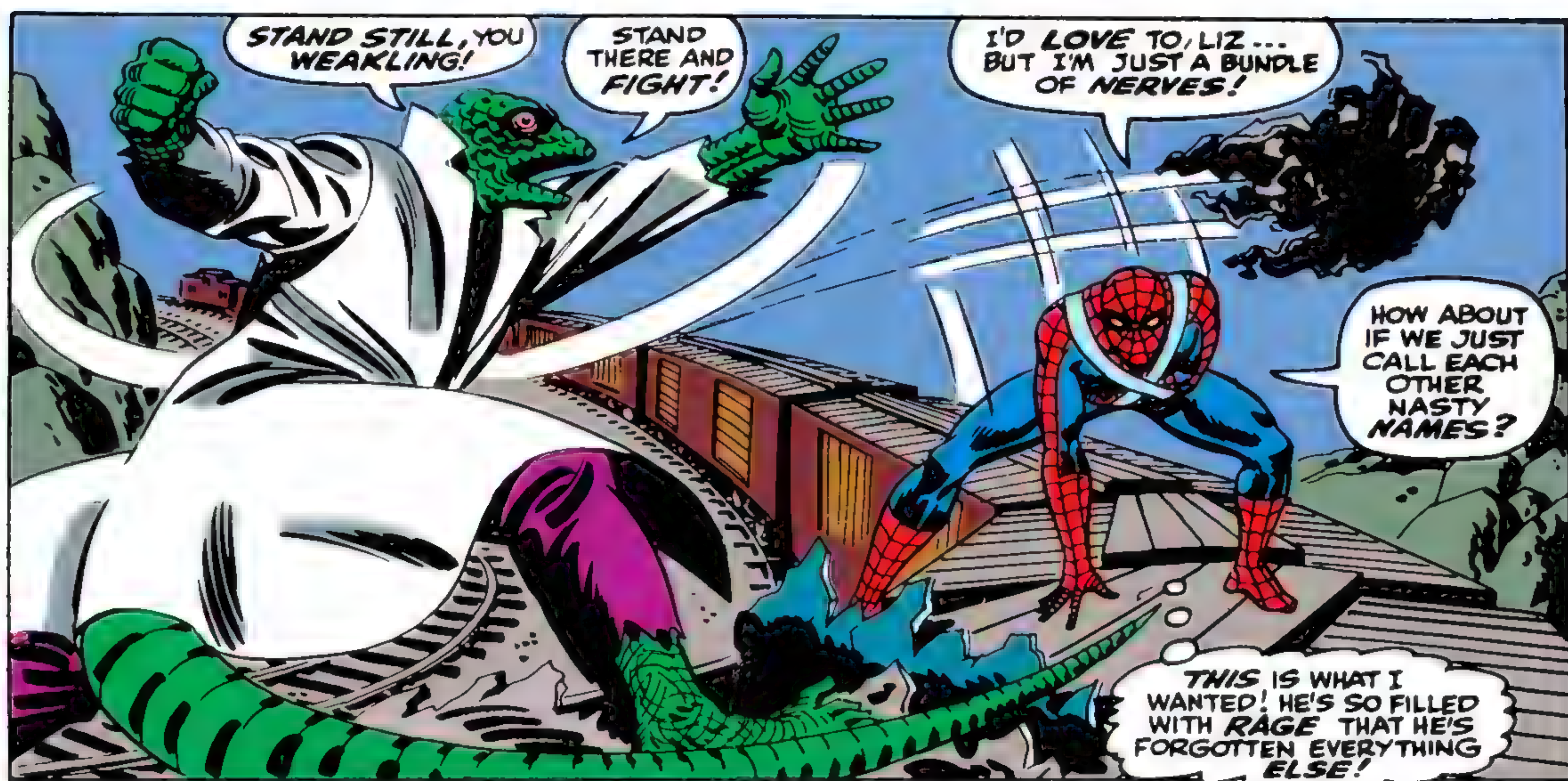
















I'VE GOT TO KEEP HIM TOO BUSY TO THINK!

IF HE REALIZES WHERE HE IS, HE COULD ESCAPE BY SMASHING THROUGH THE WALL OF THE CAR!

BOK!



EVEN THOUGH I CAN'T REALLY HURT HIM, MY PUNCHES CAN STILL DRIVE HIM BACK... KEEP HIM GROGGY!

I NEED ONLY A FEW MORE MINUTES! FOR ONCE, TIME IS ON MY SIDE!

THRAK!



HE BROKE AWAY FROM ME! HE'S BRACING FOR AN ATTACK!

I CAN'T KEEP DODGING HIS TAIL AT SUCH CLOSE QUARTERS! THIS IS THE PAYOFF!

NEVER AGAIN WILL YOU STRIKE THE LIZARD! I'M GOING TO DESTROY YOU NOW!



IT WILL ONLY TAKE ONE SWEEP OF MY TAIL TO... TO... WHA-??

THAT WAS A MIGHTY WEAK SWEEP, LIZ! MAYBE YOU OUGHT TO USE A BROOM!

MY GAMBLE PAID OFF! HIS STRENGTH IS EBBING... AS I KNEW IT WOULD!



WHAT'S HAPPENING TO ME? I... I'M GROWING WEAK...

BUT, I'VE STILL GOT POWER ENOUGH... TO FINISH YOU...

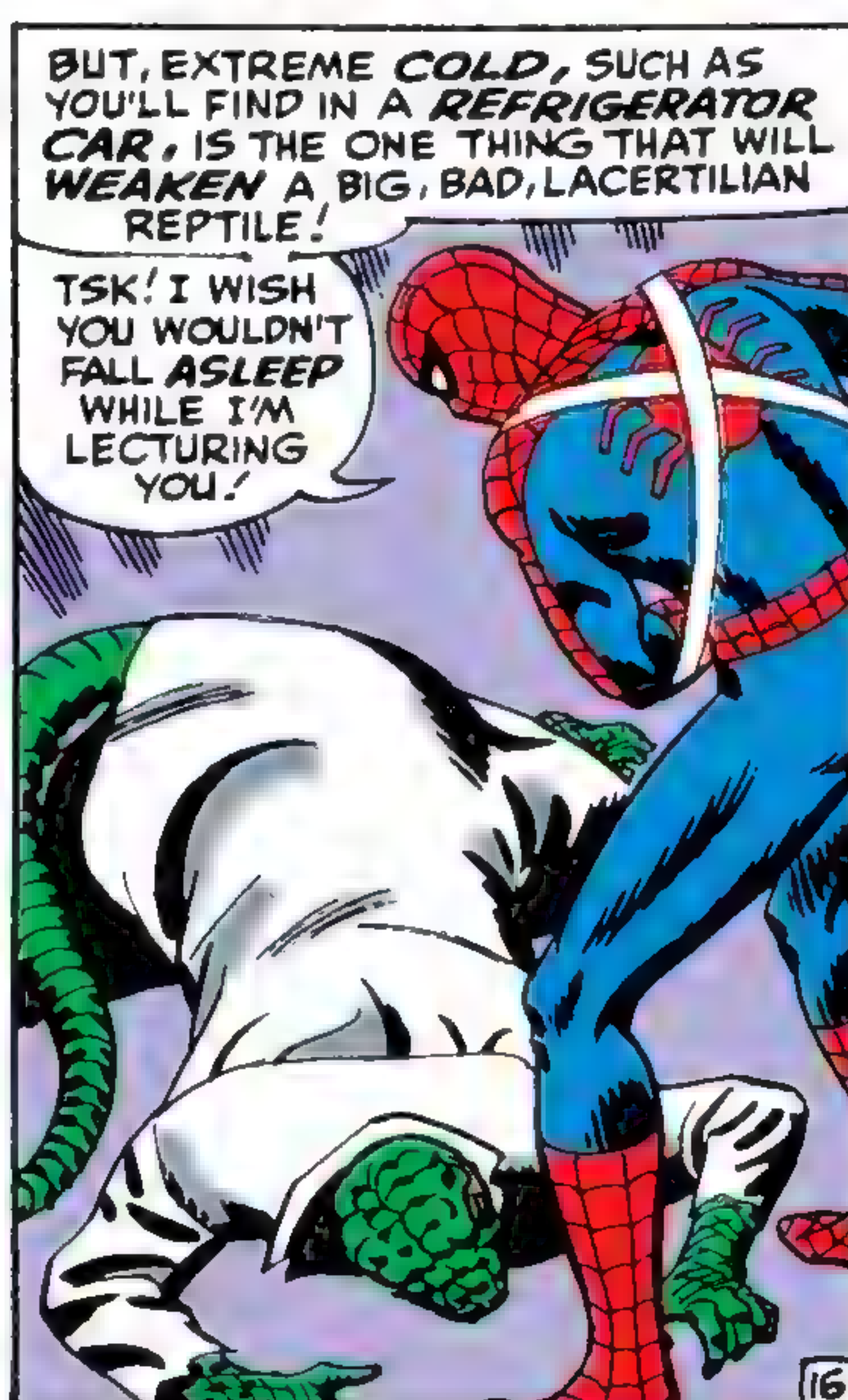
THINK SO?



I DON'T!

YOU FORGOT ONE LITTLE FACT... ONE FACT THAT MEANT THE DIFFERENCE BETWEEN VICTORY... OR DEFEAT!

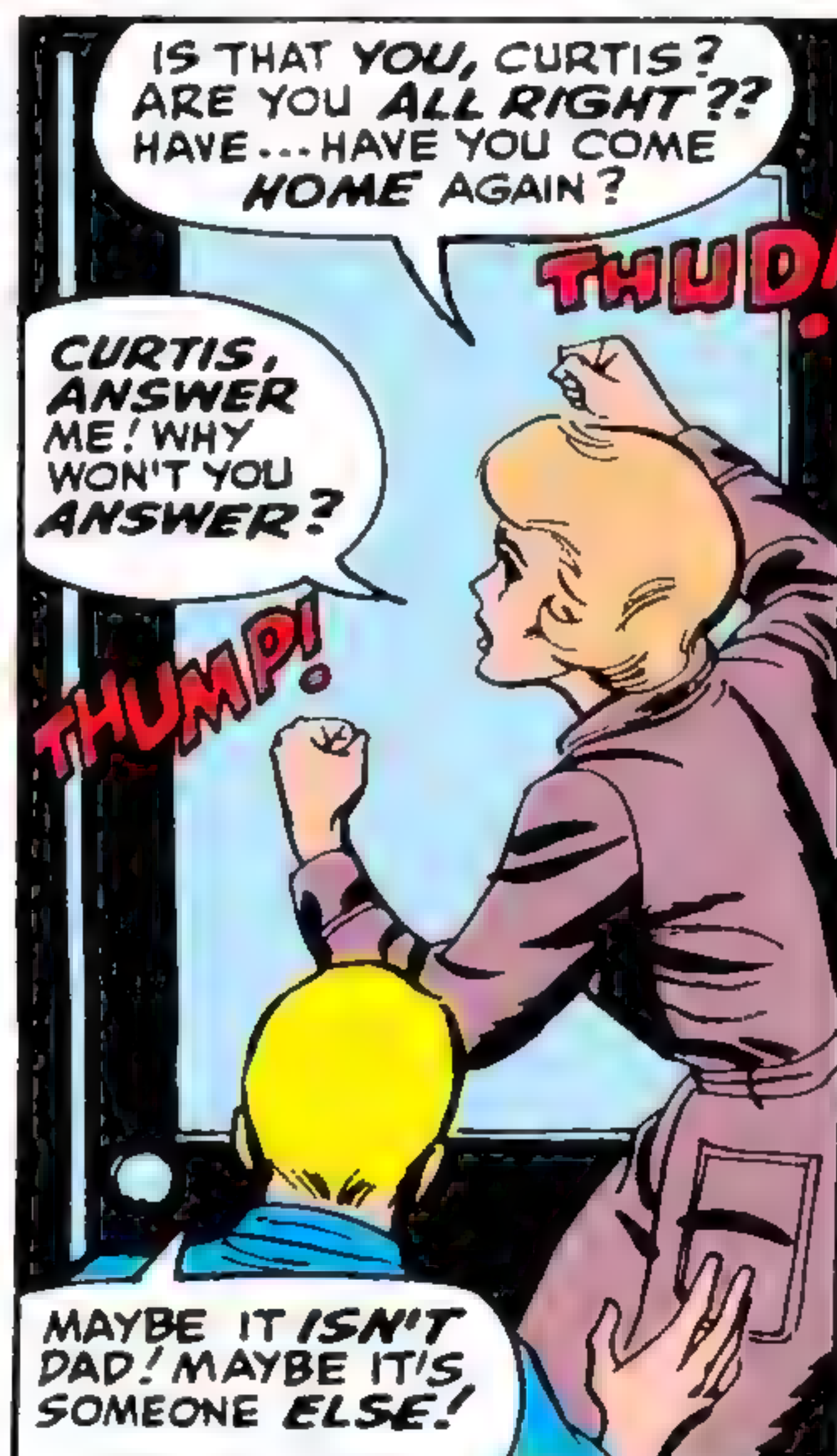
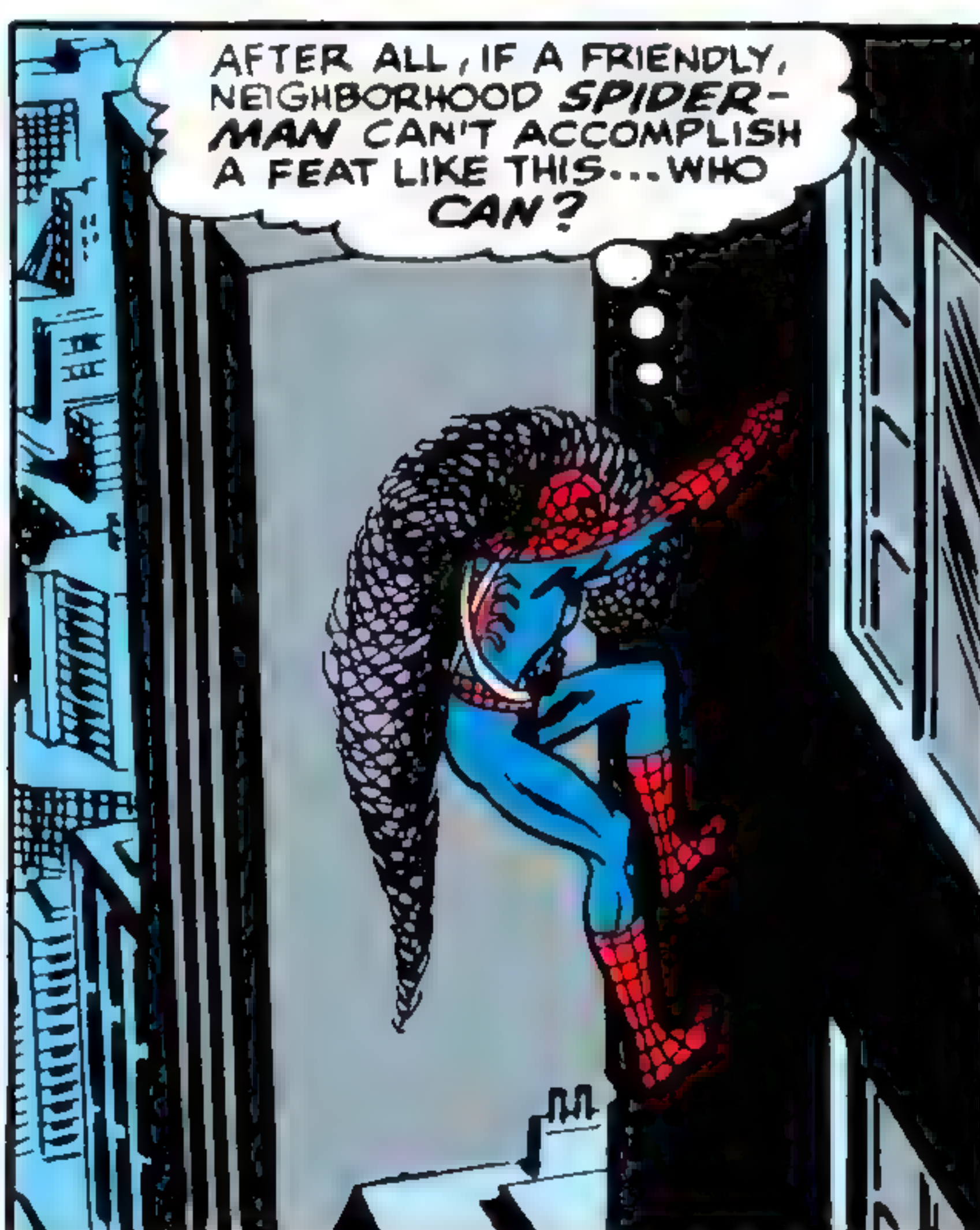
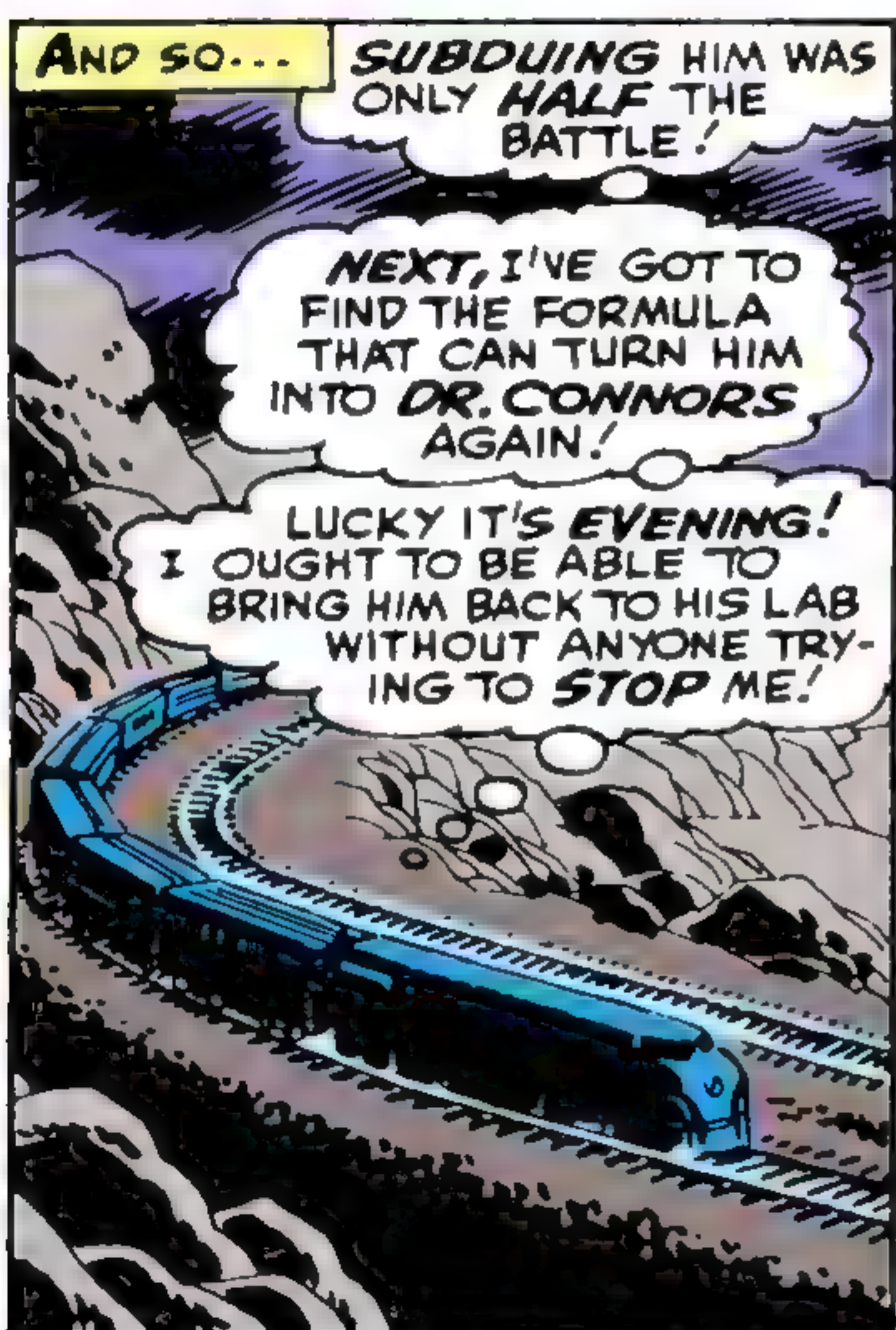
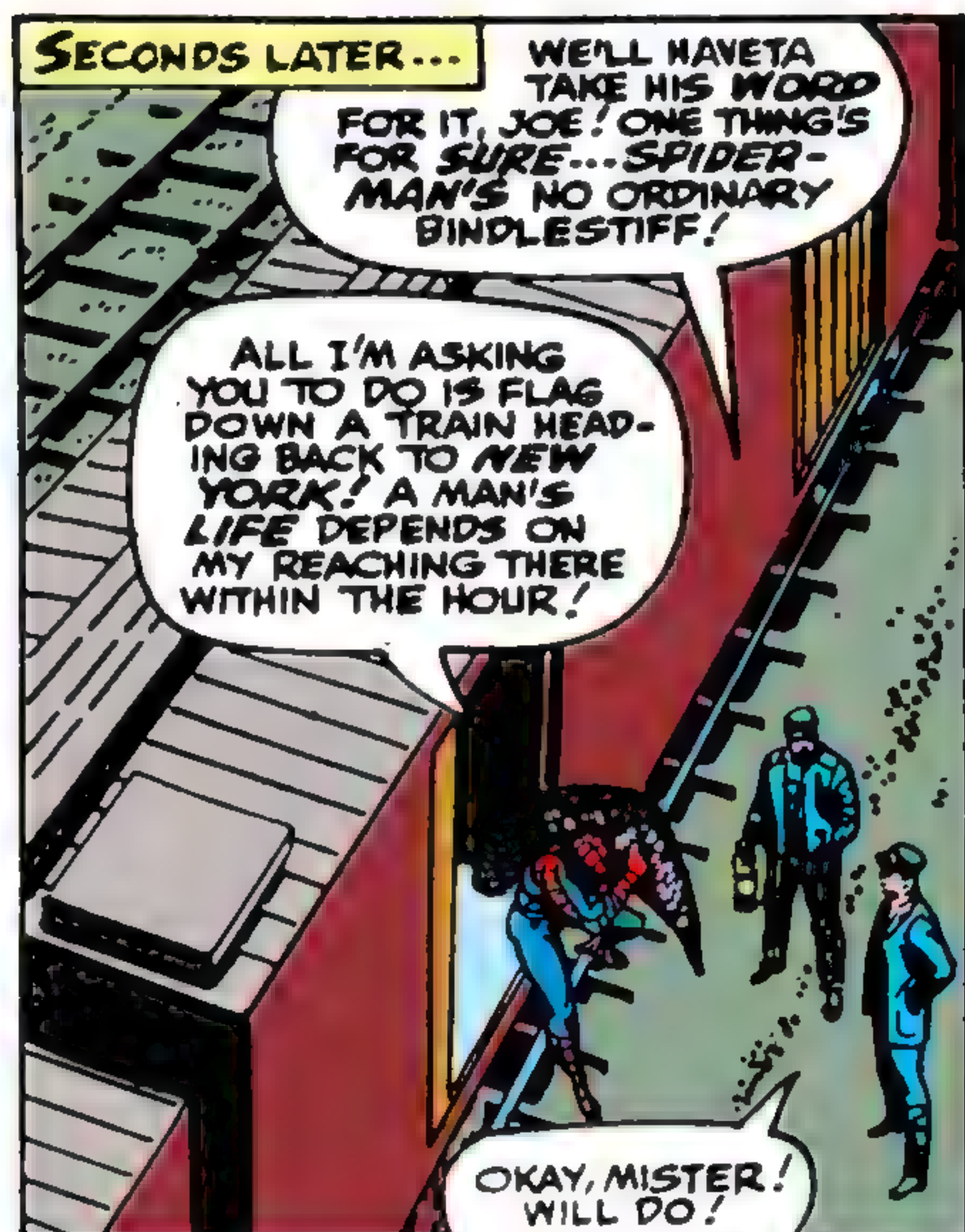
LIZARDS FLOURISH IN WARM TEMPERATURES...



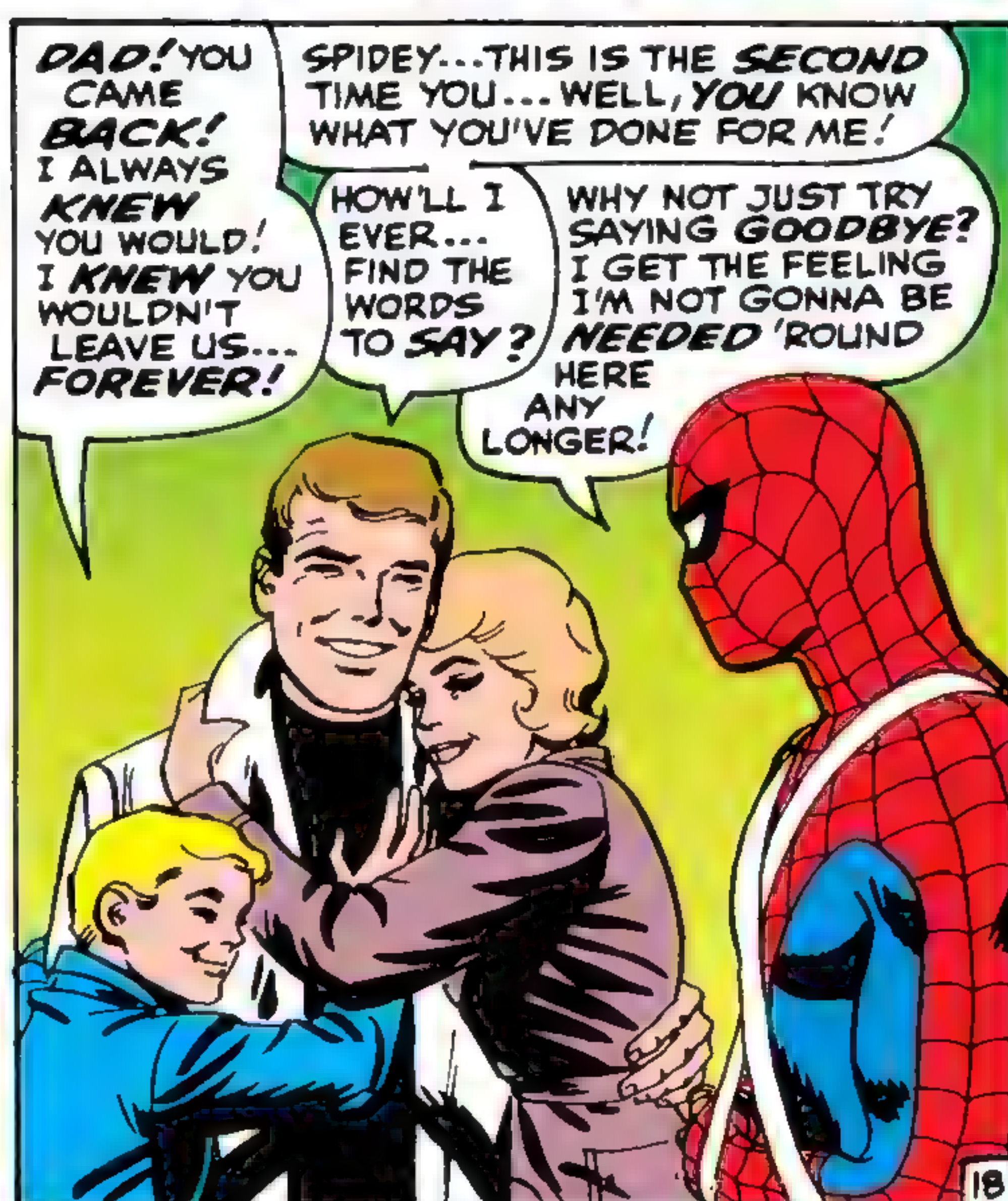
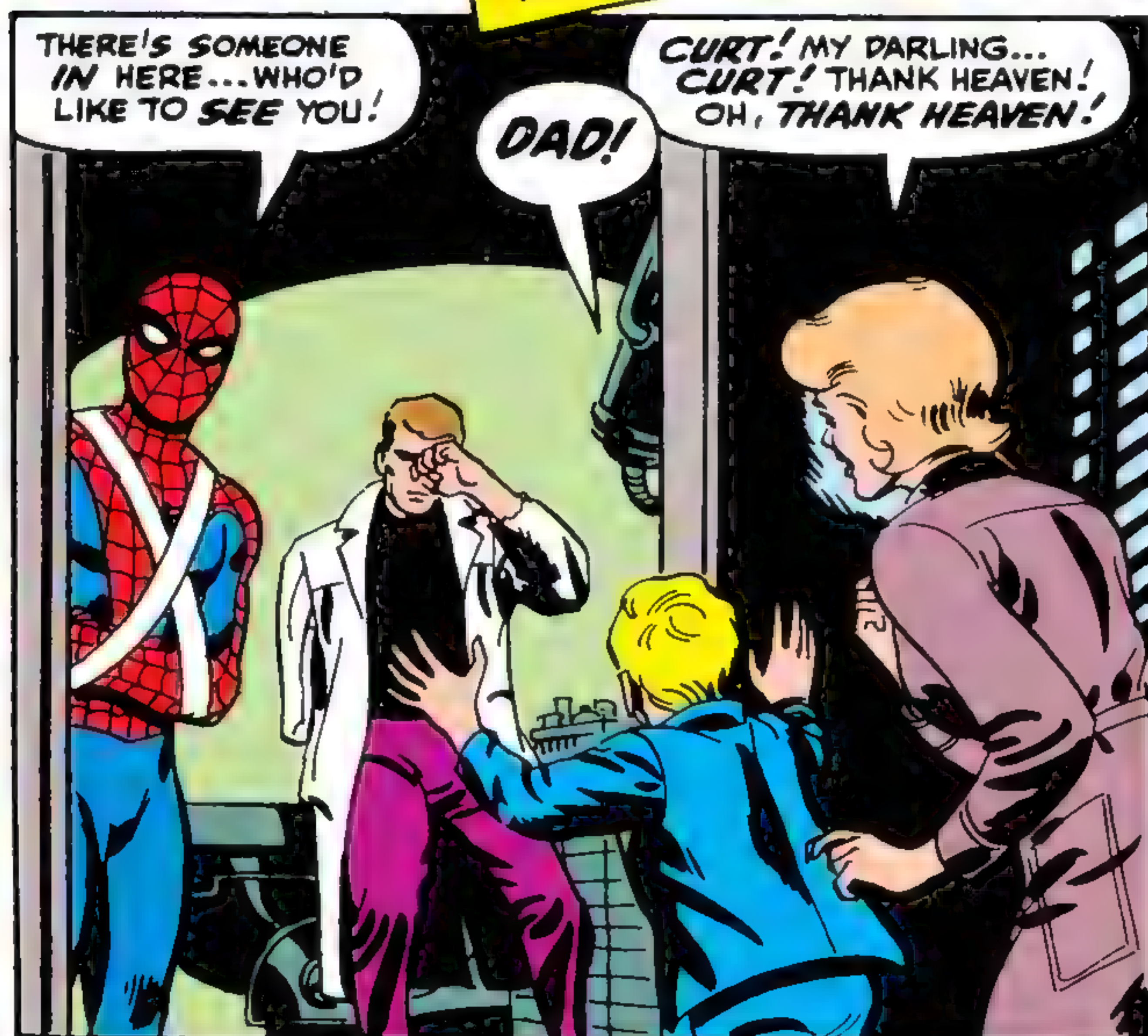
BUT, EXTREME COLD, SUCH AS YOU'LL FIND IN A REFRIGERATOR CAR, IS THE ONE THING THAT WILL WEAKEN A BIG, BAD, LACERTILIAN REPTILE!

TSK! I WISH YOU WOULDN'T FALL ASLEEP WHILE I'M LECTURING YOU!











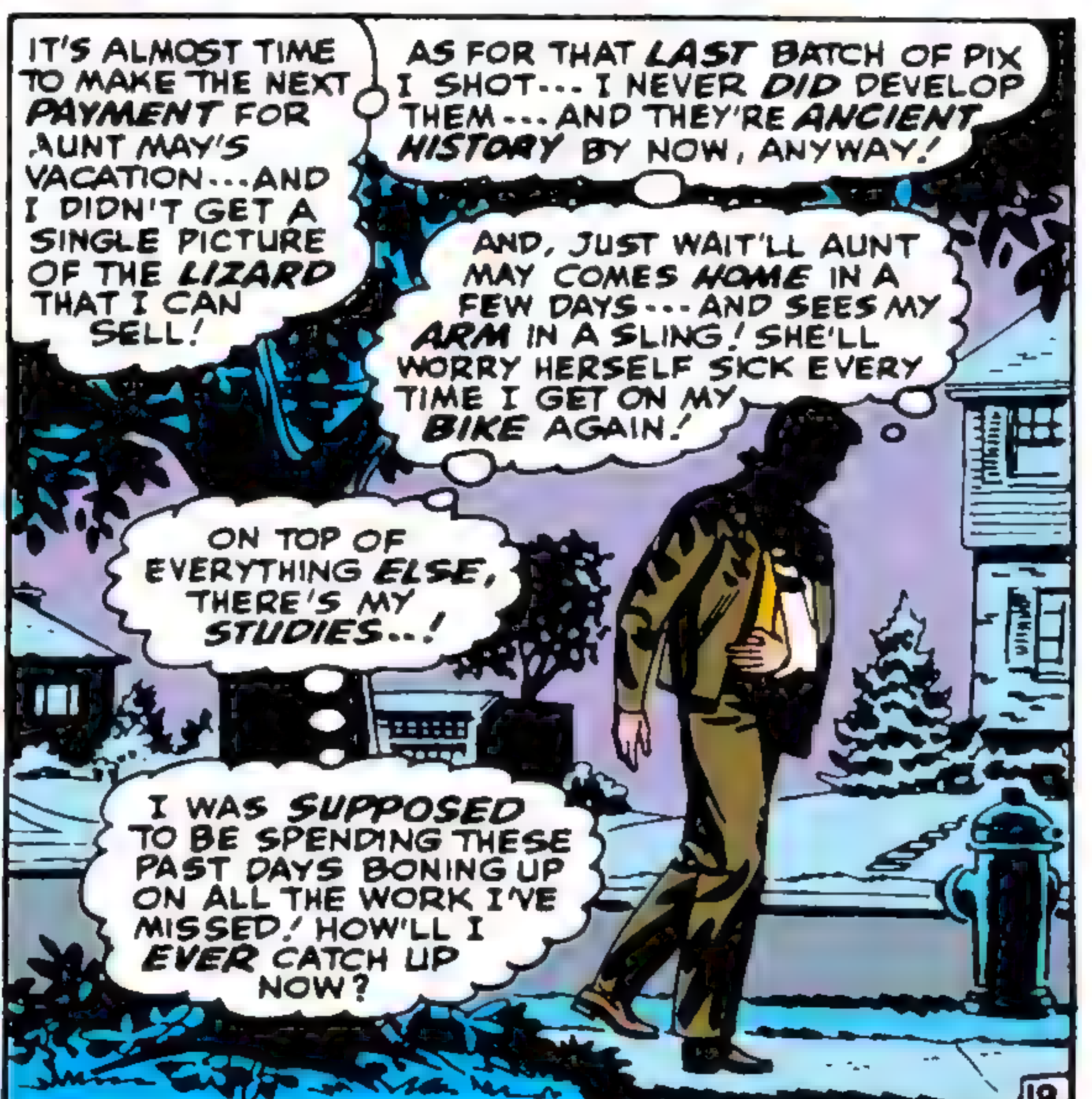
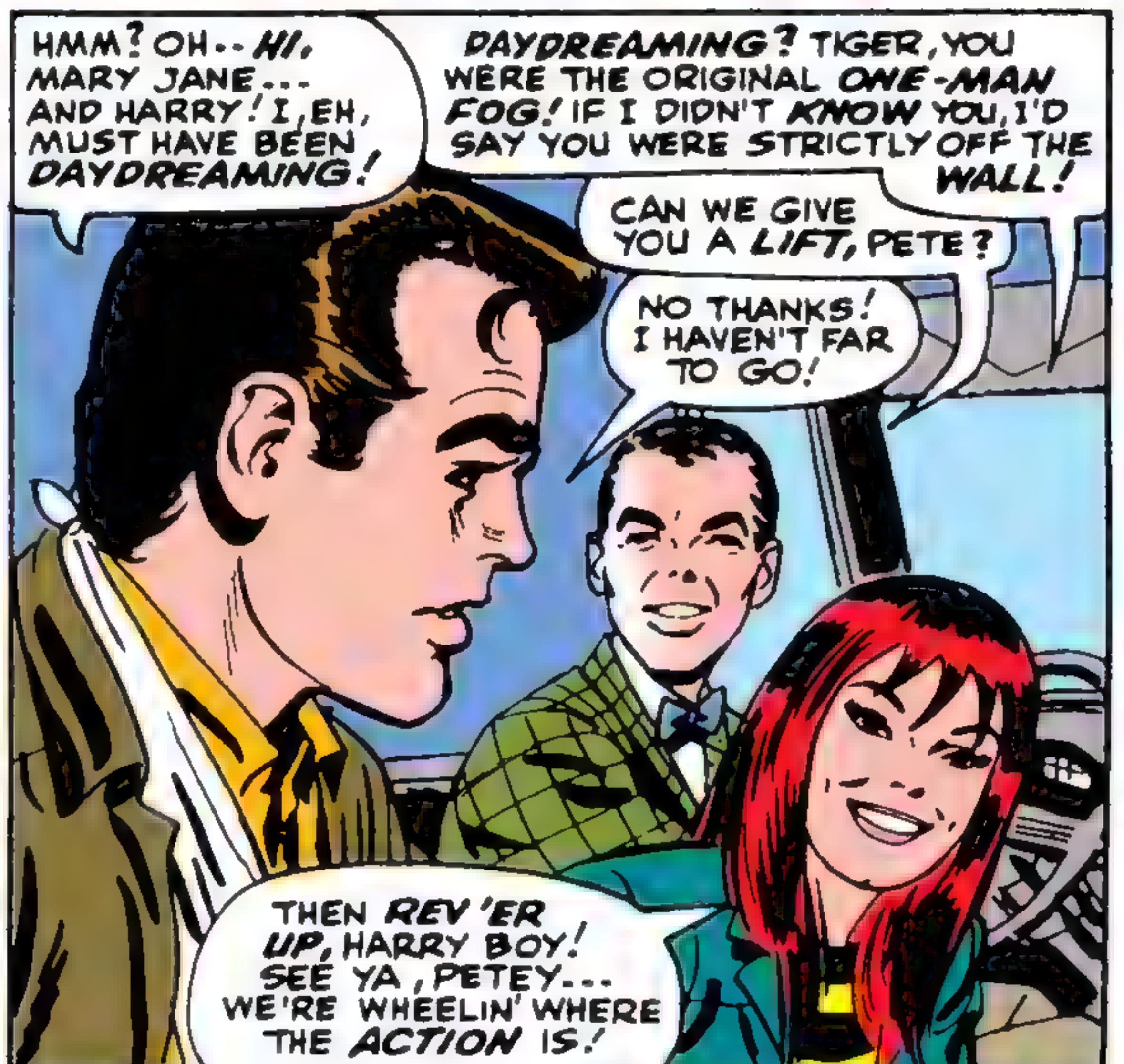
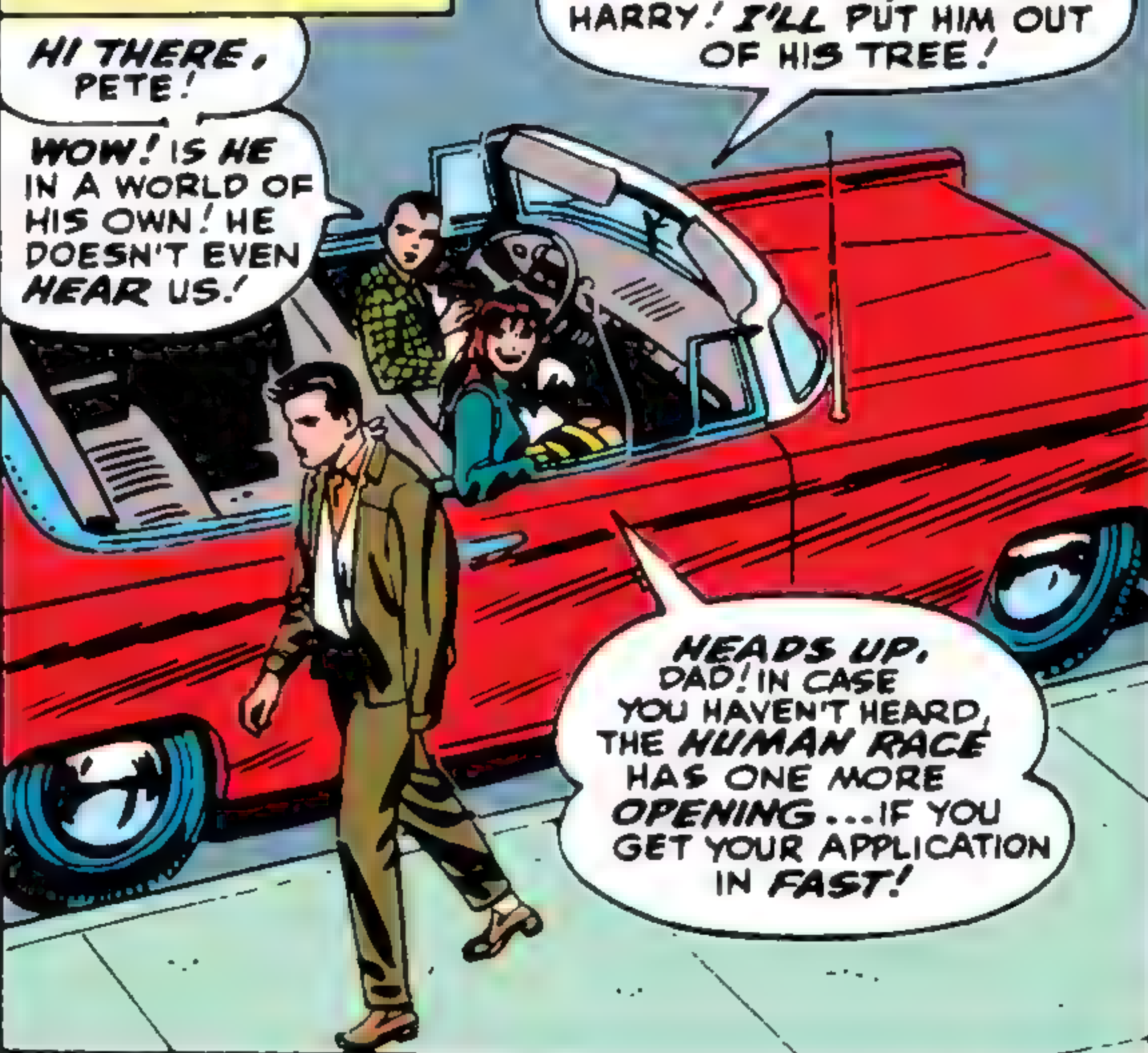
ANOTHER MIGHTY MARVEL FIRST! KNOWING HOW TITANICALLY TALENTED OUR RIOTOUS READERS ARE, WE'RE LEAVING THIS PANEL FOR YOU TO WRITE YOUR OWN DIALOGUE! IF YOU CAN GET SOMEONE TO PLAY HEARTS AND FLOWERS SOFTLY IN THE BACKGROUND, IT WON'T DO A BIT OF HARM, EITHER!



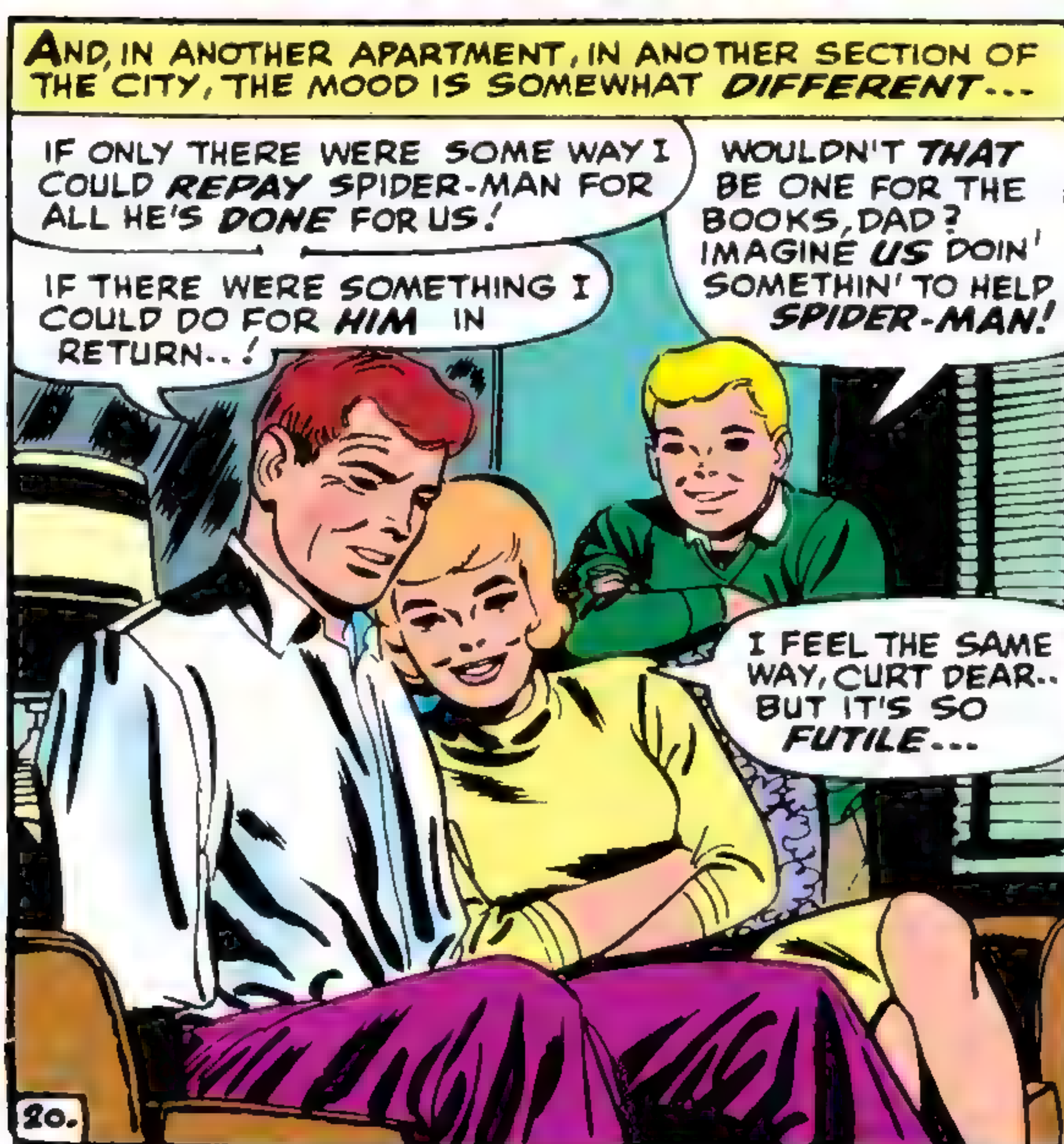
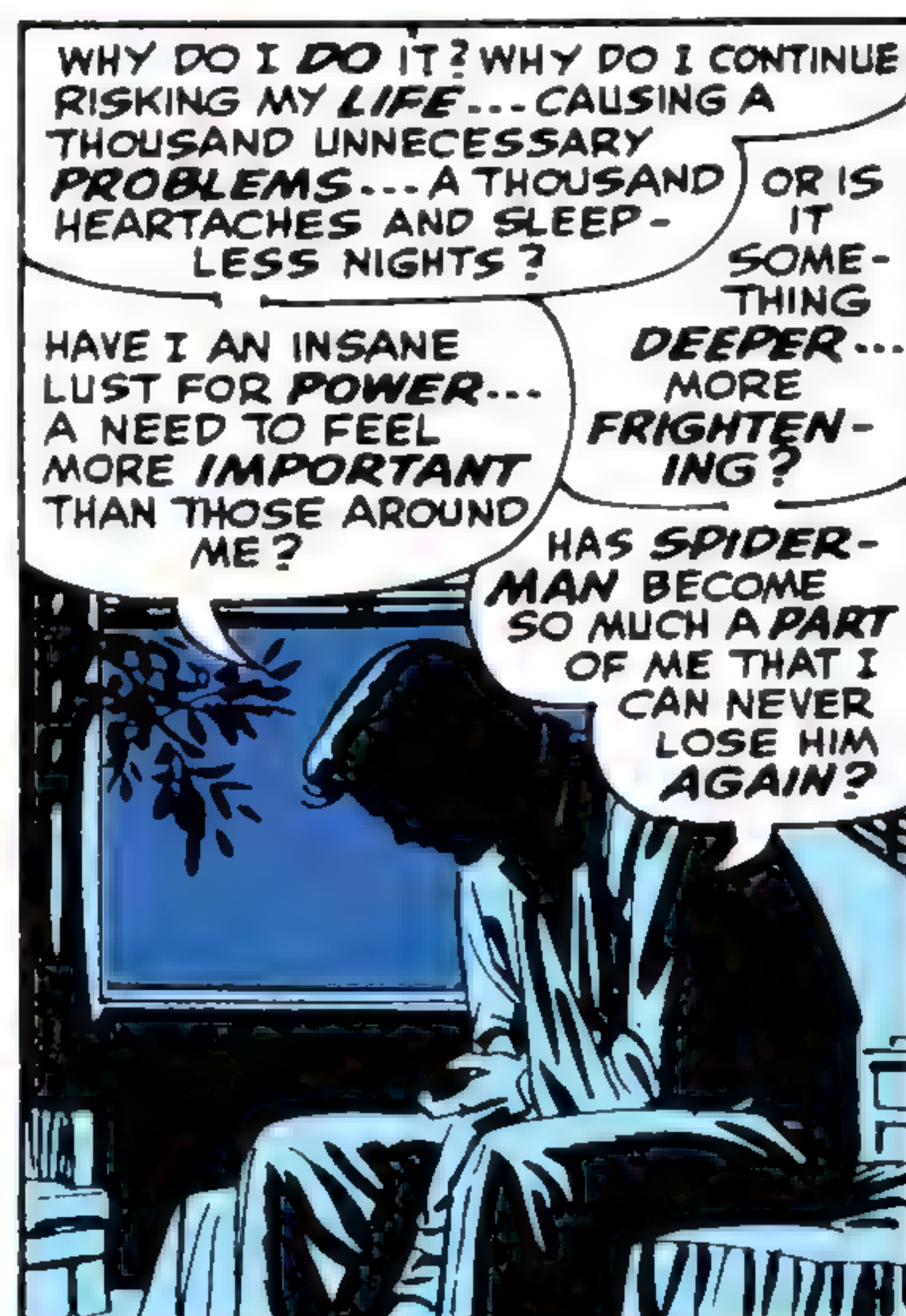
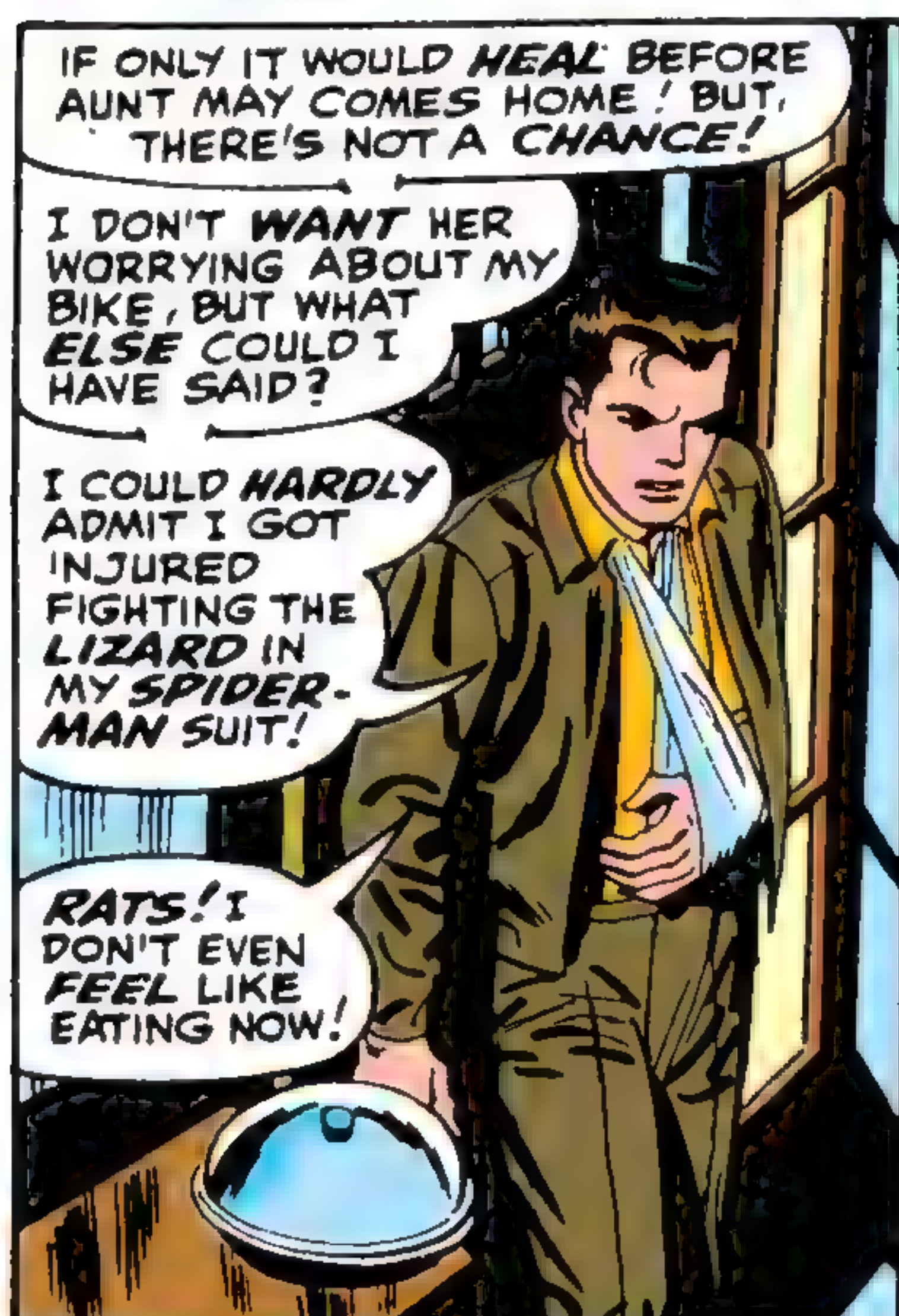
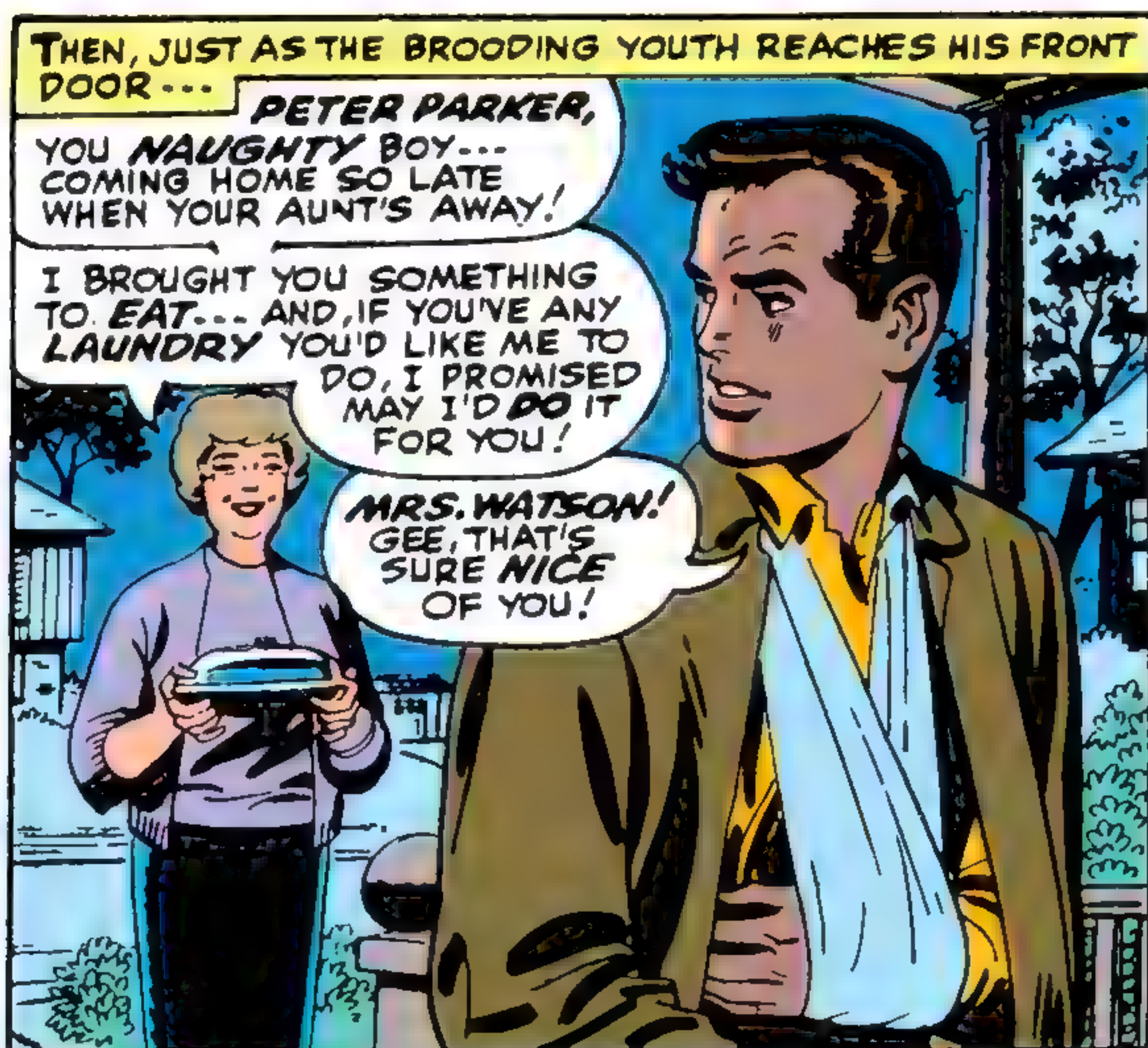
A SHORT TIME LATER, SPENT AND WEARY...ALMOST TO THE POINT OF EXHAUSTION... A THOUGHTFUL YOUTH SLOWLY, LABORIOUSLY STRUGGLES INTO HIS STREET CLOTHES ONCE MORE, AND THEN LISTLESSLY WENDS HIS WAY HOMEWARD...



MINUTES LATER...







**NEXT:**

**PETER  
PARKER'S  
PAD!**





# the AMAZING SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

MARVEL  
COMICS  
GROUP

12¢ 46  
IND. MAR

WHO *SAYS* THIS  
ISN'T THE MARVEL AGE  
OF VILE NEW VILLAINS?  
YOU AND SPIDEY ARE  
ABOUT TO BE JOLTED BY:  
DO **The SINISTER  
SHOCKER!** DO



# THE AMAZING SPIDER-MAN!

## "THE SINISTER SHOCKER!"

IT STARTS OUT LIKE ANY OTHER NORMAL DAY... FOR A NEIGHBORHOOD *SPIDER-MAN*, THAT IS! WHILE GINGERLY DOING SOME FRIENDLY *WALL-CRAWLING*, WAITING FOR HIS INJURED ARM TO HEAL, *SPIDEY* SUDDENLY FEELS THE ENTIRE BUILDING *SHAKE*... AS HE IS HURLED FROM HIS PRECARIOUS PERCH --!

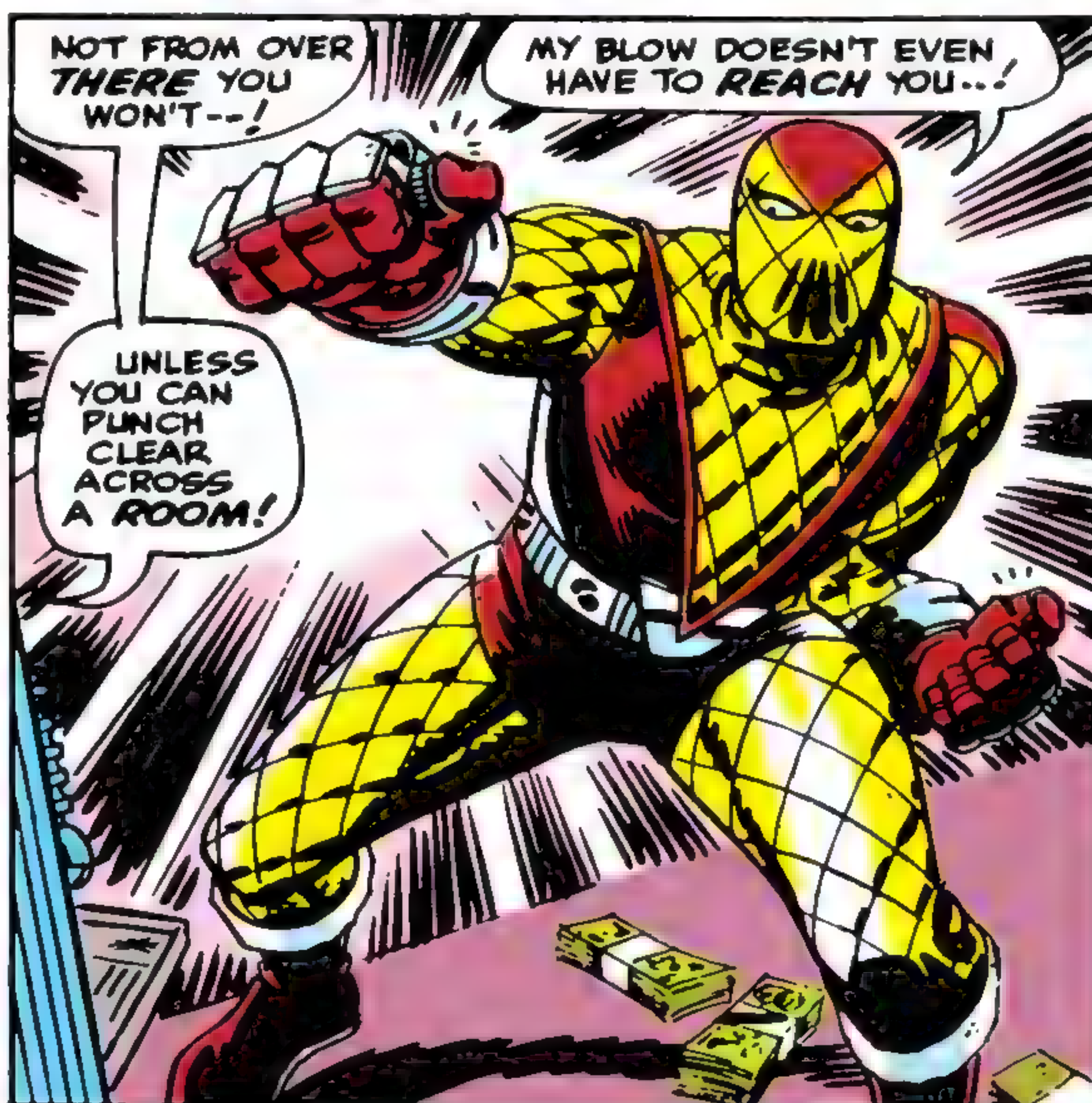
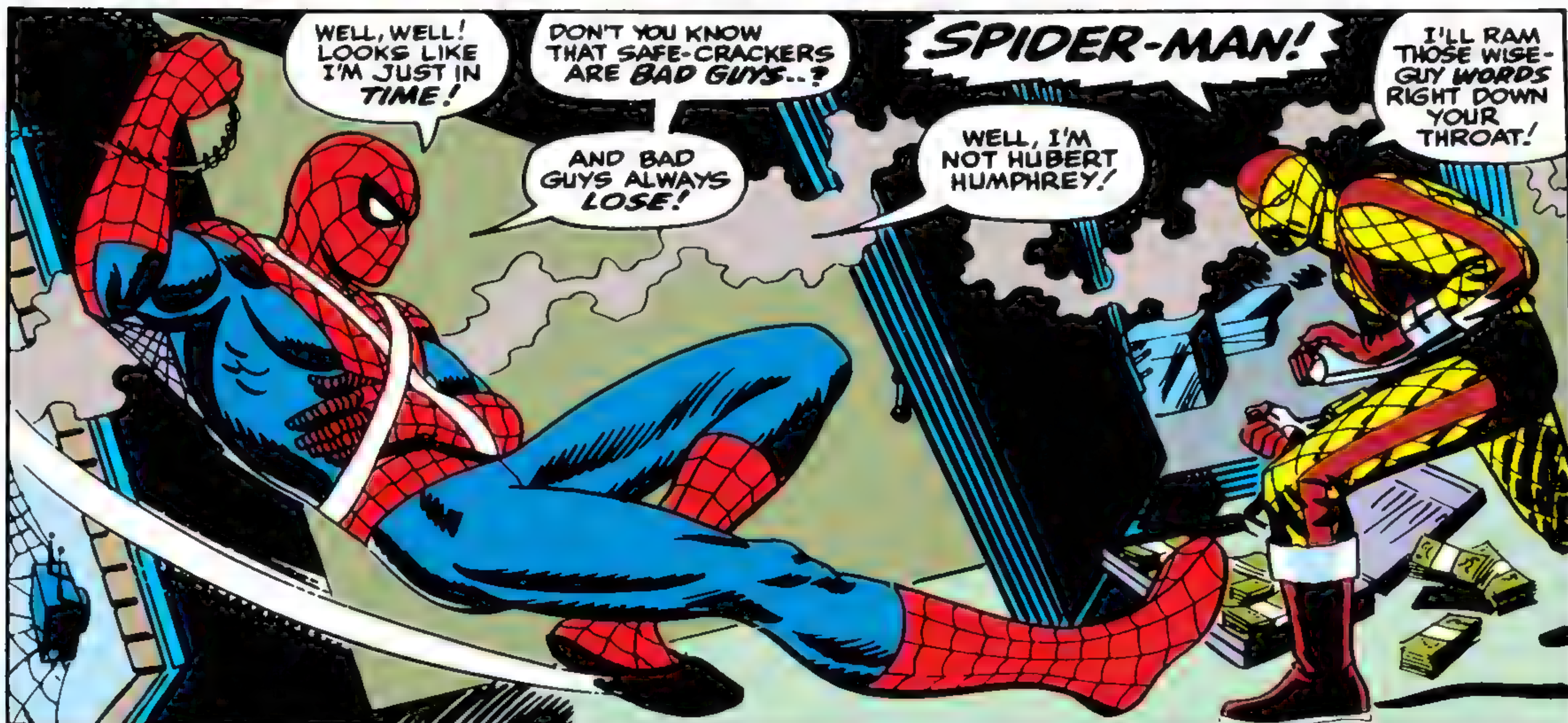
A  
STAN LEE & JOHN ROMITA  
SPIDERIFFIC  
SPECTACULAR!

LETTERED BY:  
SAM ROSEN

THE WHOLE  
WALL -- IT'S  
VIBRATING!!  
BUT WHY?  
HOW?

WEB YOURSELF  
FIRMLY TO YOUR  
SEAT, SPIDOPHILE...  
AND BE SURE  
YOUR MASK'S ON  
TIGHT! THIS ONE'S  
GONNA KNOCK  
YOU OUTTA YOUR  
TREE --!

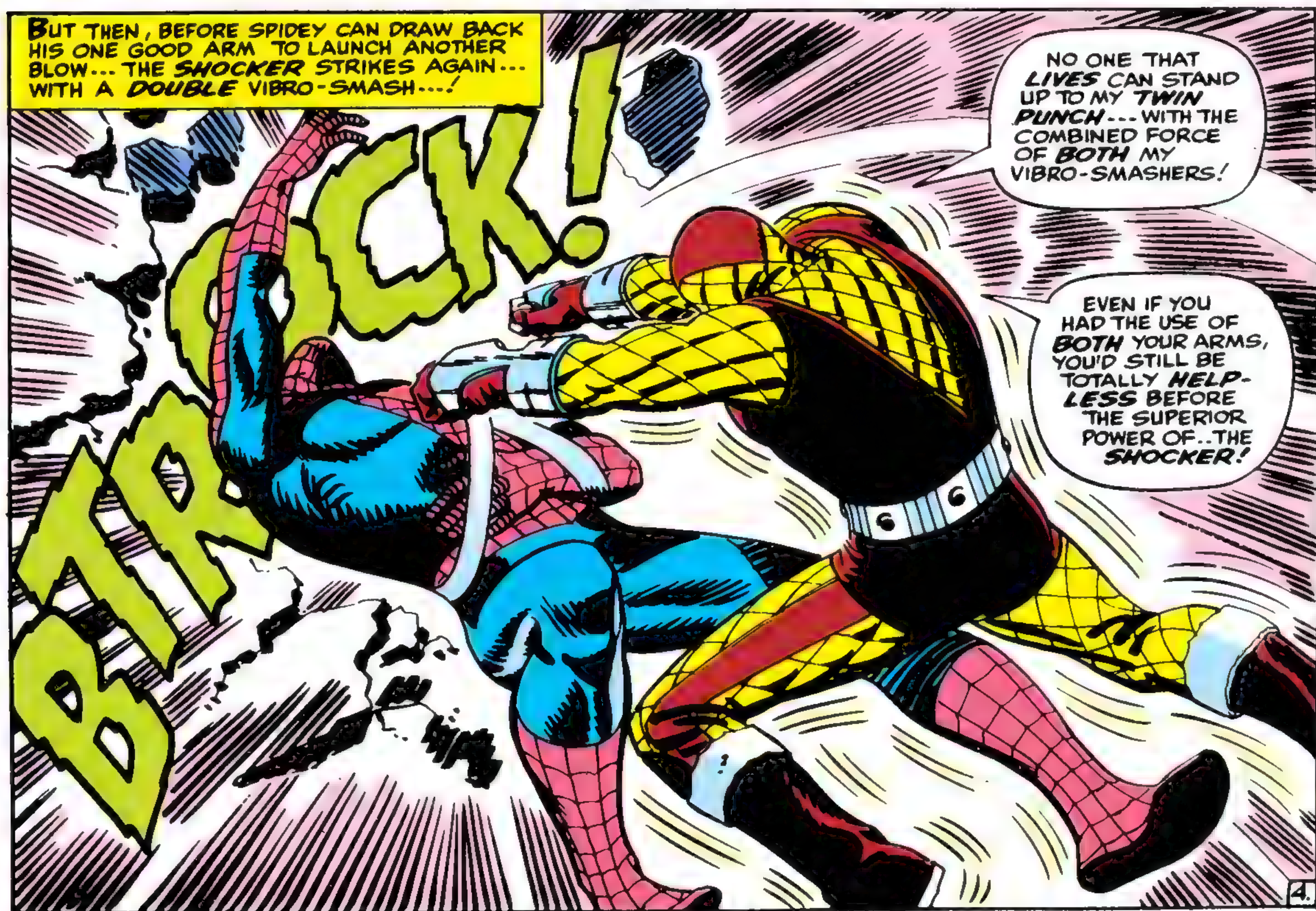




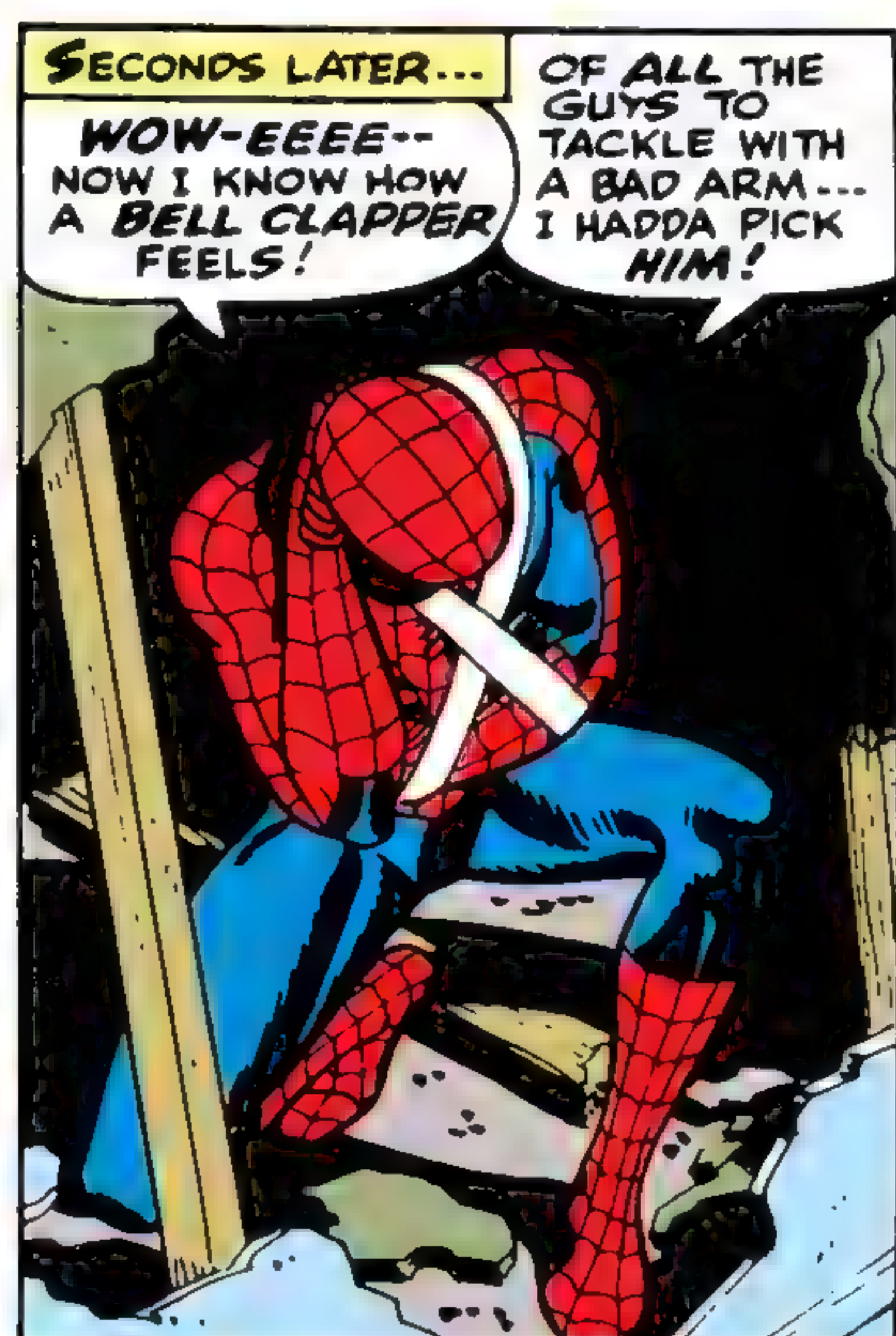
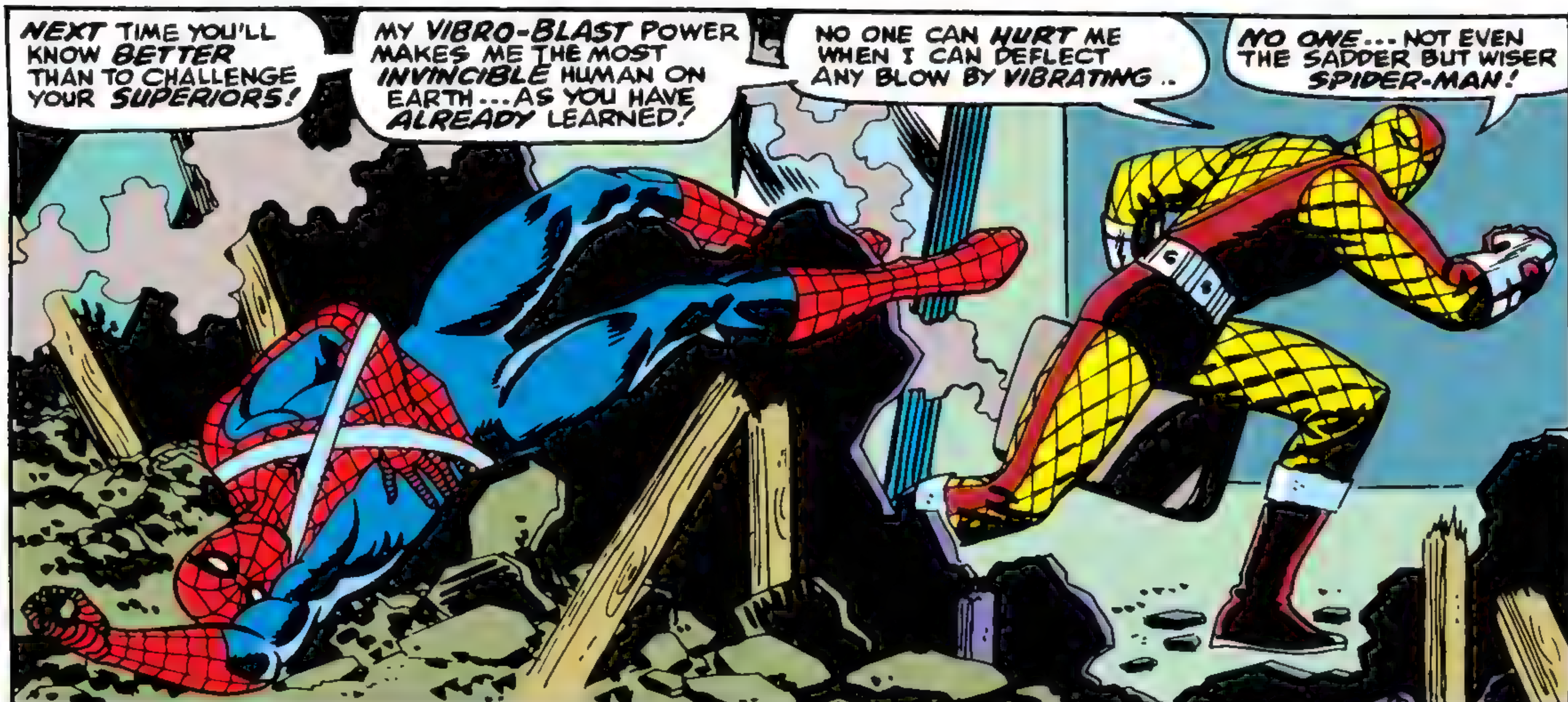




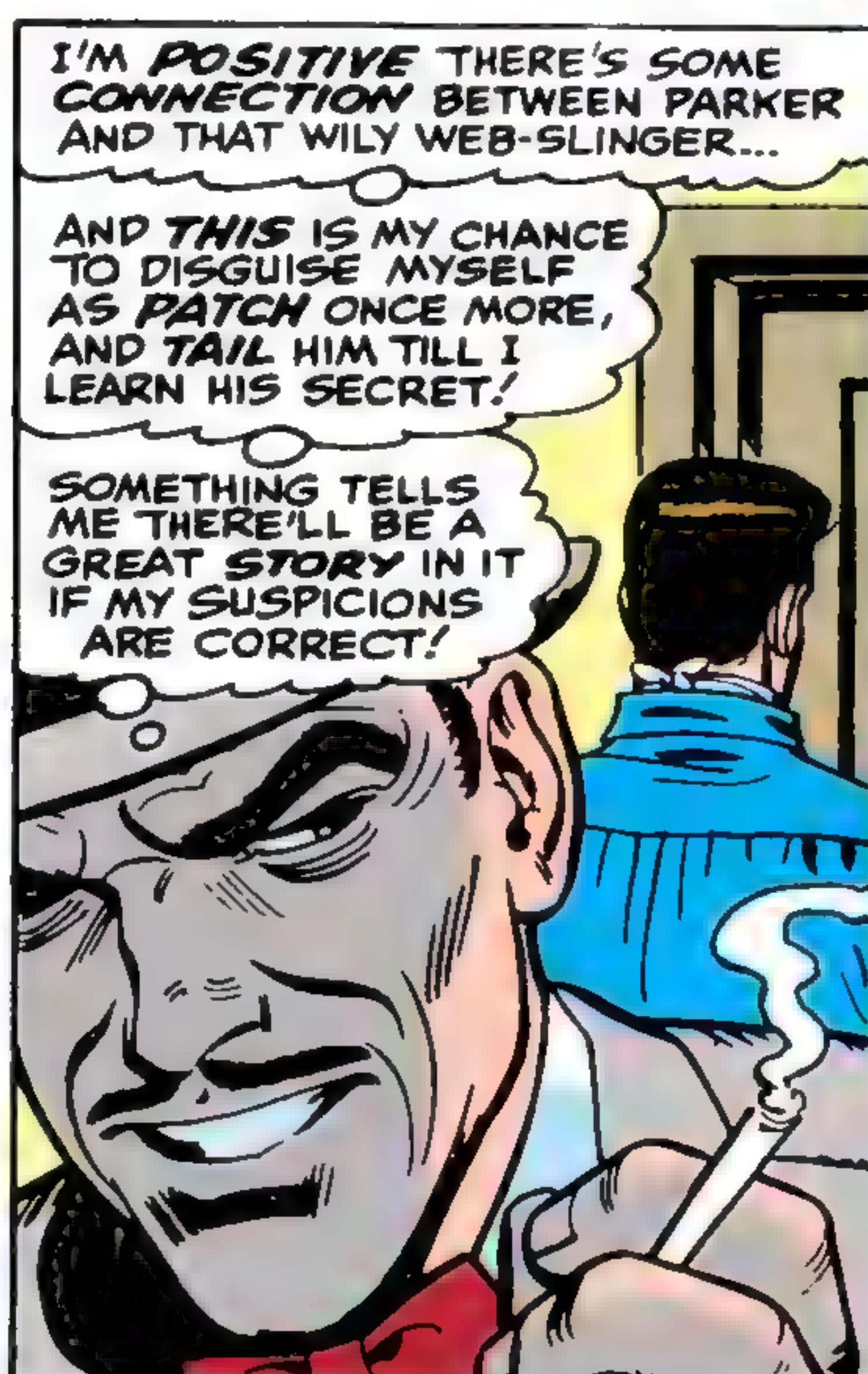
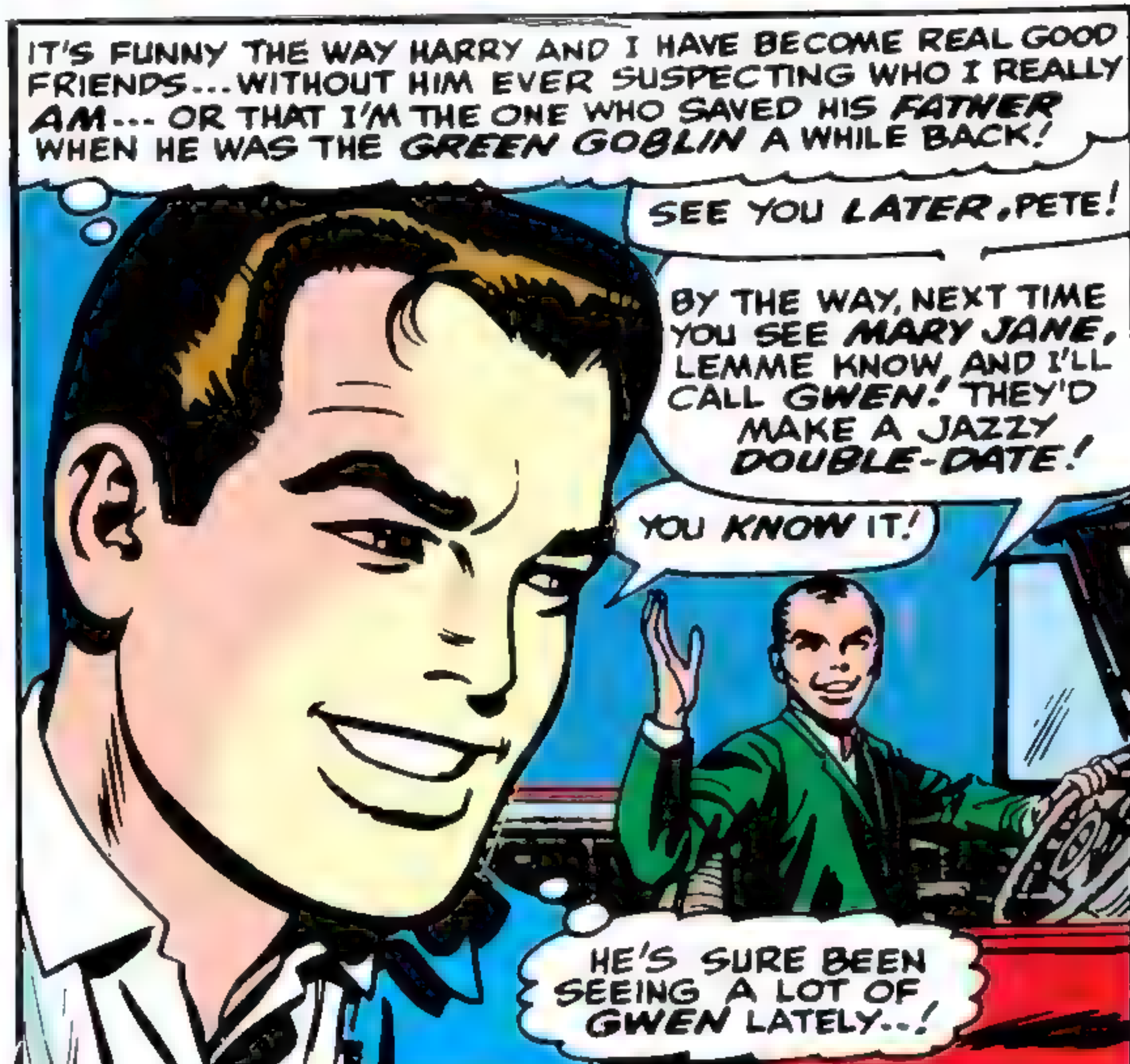
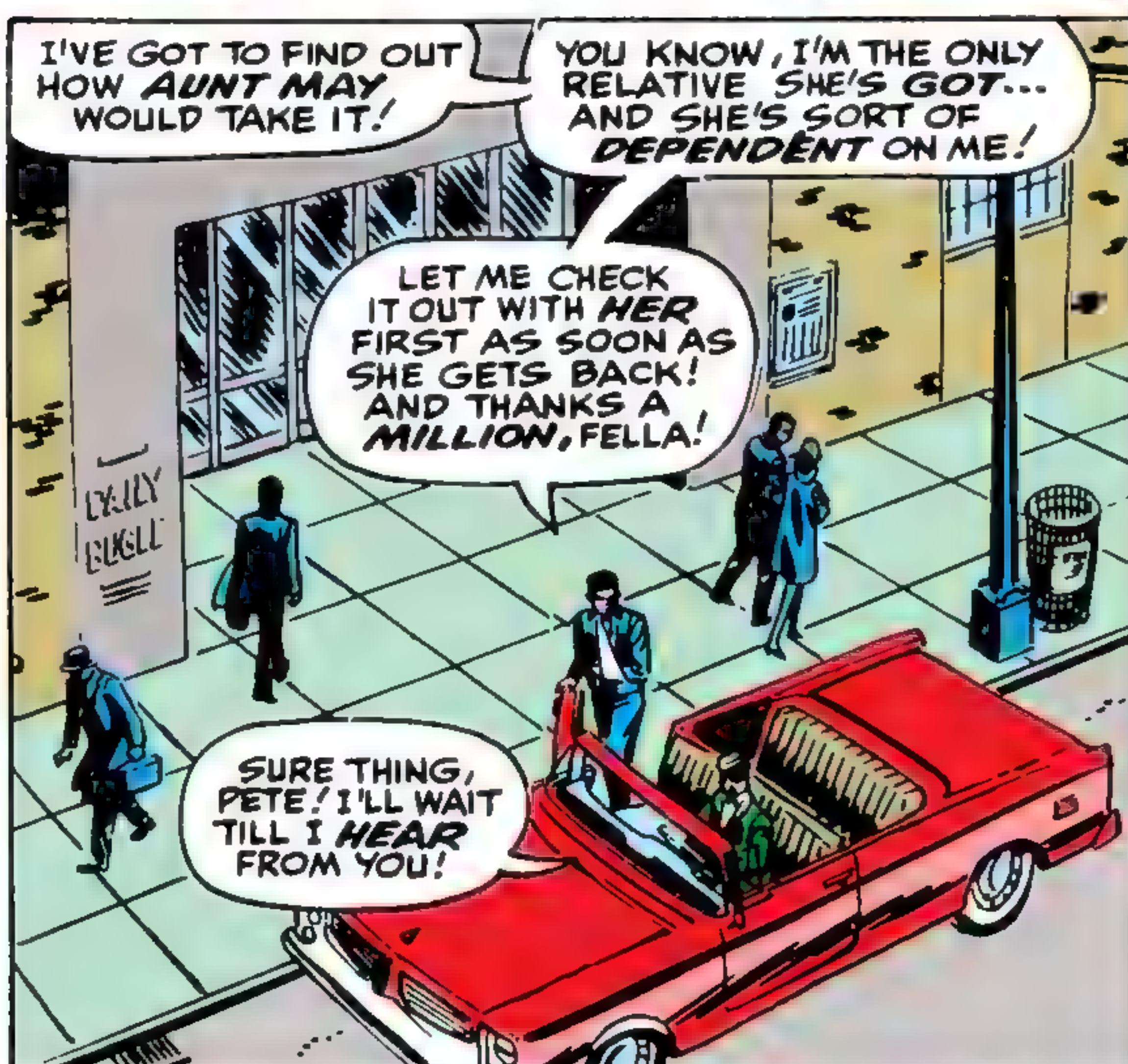
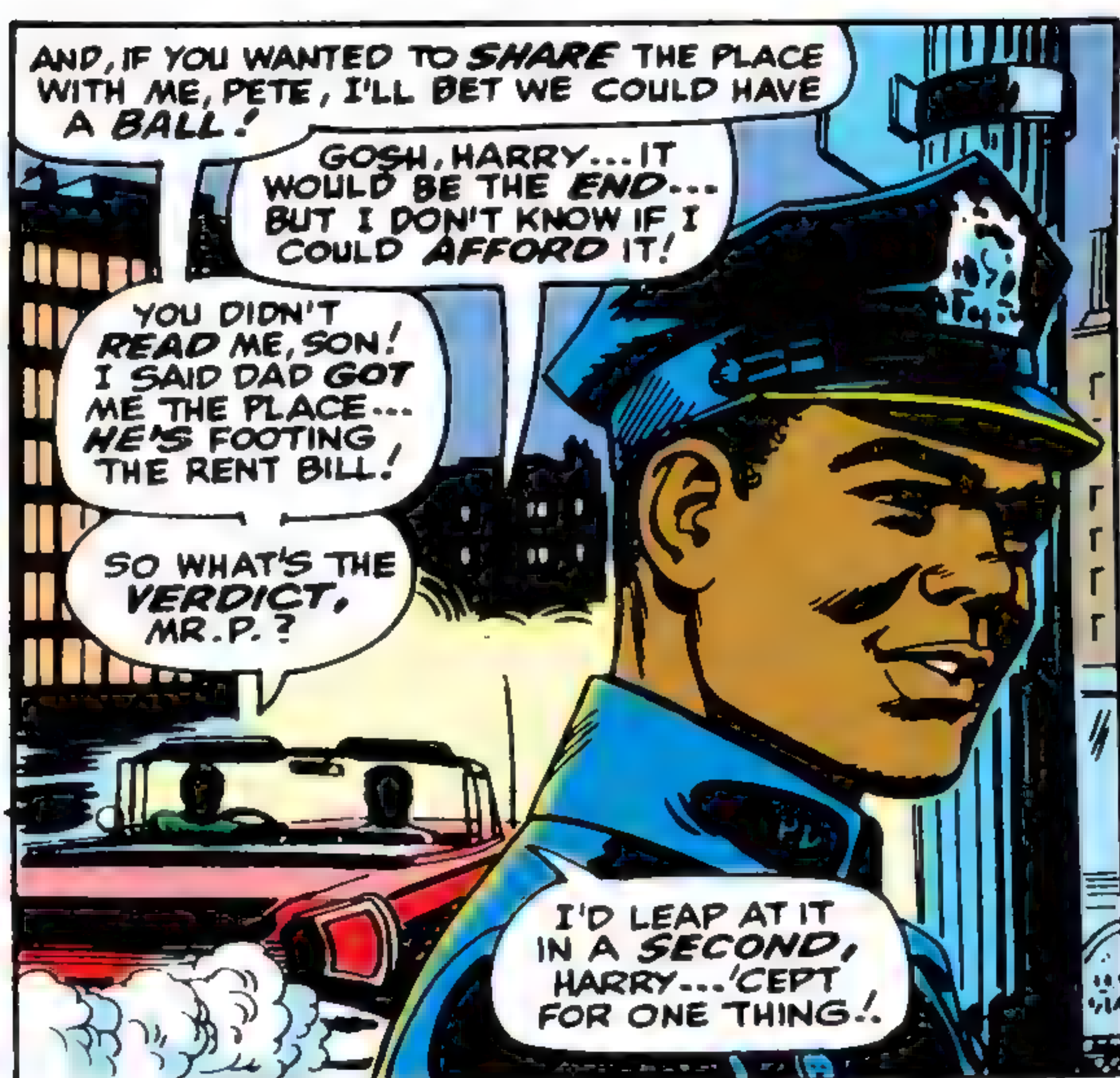














A NEW COSTUMED CREEP, EH? CALLS HIMSELF THE **SHOCKER**?

AND, AS FAR AS I KNOW... THESE ARE THE **ONLY** PHOTOS OF HIM **ANYWHERE**!

HE LOOKS LIKE A **NUT**... BUT HE'LL SURE SELL **NEWSPAPERS**!

THAT'S WHAT I **FIGURED**! SO HOW ABOUT SOME **BREAD**?

IF YOU'RE **HUNGRY**, GO TO THE **DOWNSTAIRS COMMISSARY**... AND CHARGE IT TO **ME**!

I WAS REFERRING TO **SCRATCH**... **LONG GREEN**... **FOLDING STUFF**... **MONEY**, TO YOU!

**MONEY??** DON'T YOU **TRUST** ME, **PARKER**?

A QUESTION LIKE **THAT** CAN RUIN A **GREAT RELATIONSHIP**, **JJ**!

ALL RIGHT, YOU **YOUNG SHYLOCK**! I'LL HAVE **BETTY BRANT** GET YOU A **CHECK**!

ISN'T THIS **COFFEE BREAK** TIME UP HERE?

**COFFEE BREAK!** BIG DEAL! THE ONLY THING NO ONE TAKES IS A **WORK BREAK** IN THIS PLACE!

**MISS BRANT!** WHERE IN **BLAZES** IS THAT **GIRL**?

**BLASTED GOLD-BRICKIN' LAZY NO-GOODS!**

**THUMP! BAM!**

EVERYONE TAKES **ADVANTAGE** OF ME!

HERE... I'LL WRITE OUT YOUR **BLASTED CHECK**!

I'M **FLATTERED**! I KNOW THOSE THINGS SLIP THROUGH YOUR **FINGERS** LIKE **GLUE**!

**VER-ry, FUNNY!** NOW **TAKE OFF** WHILE I GET 'EM TO **STOP** THE **PRESSES**!

**GXXx\$?::!!!** EVEN THE **PRESS ROOM** DOESN'T ANSWER!

HOW LONG DO **COFFEE BREAKS** LAST AROUND HERE, ANYWAY?

I OUGHT'A GIVE UP **PUBLISHING** AND START **RAISIN' COFFEE BEANS**!

THANKS FOR THE **DOUGH**, **MR. JAMESON**!

...KEEP **SMILIN'**, **SWEETIE**!

GOSH, I ALMOST **FORGOT**! AUNT **MAY'S TRAIN** WILL BE ARRIVING IN A **FEW MINUTES**!

I'VE GOT TO **MEET** HER AT THE **STATION**!

I CHANGED TO **PATCH** JUST IN **TIME**! **PARKER'S** LEAVING **NOW**...!

IF I CAN STAY WITH HIM **LONG ENOUGH**, HE'S GOT TO LEAD ME TO **SPIDER-MAN** SOONER OR LATER!

IT'S **IMPOSSIBLE** FOR ANYONE TO ALWAYS BE ON THE **SPOT** TO SNAP **PHOTOS** WHENEVER THAT **WALL-CRAWLER** IS AROUND... **UNLESS** THEY'RE WORKING **TOGETHER**!

AND IF THEY **ARE**... I'M BOUND TO GET THE **EVIDENCE** IF I DON'T LOSE SIGHT OF **PARKER**!

THERE'S JUST TIME FOR ME TO **WALK** TO THE **STATION**!

BUT **PETER PARKER'S** TIME MAY BE RUNNING **OUT**... FASTER THAN HE SUSPECTS! FOR AT THAT MOMENT, IN ANOTHER PART OF TOWN...

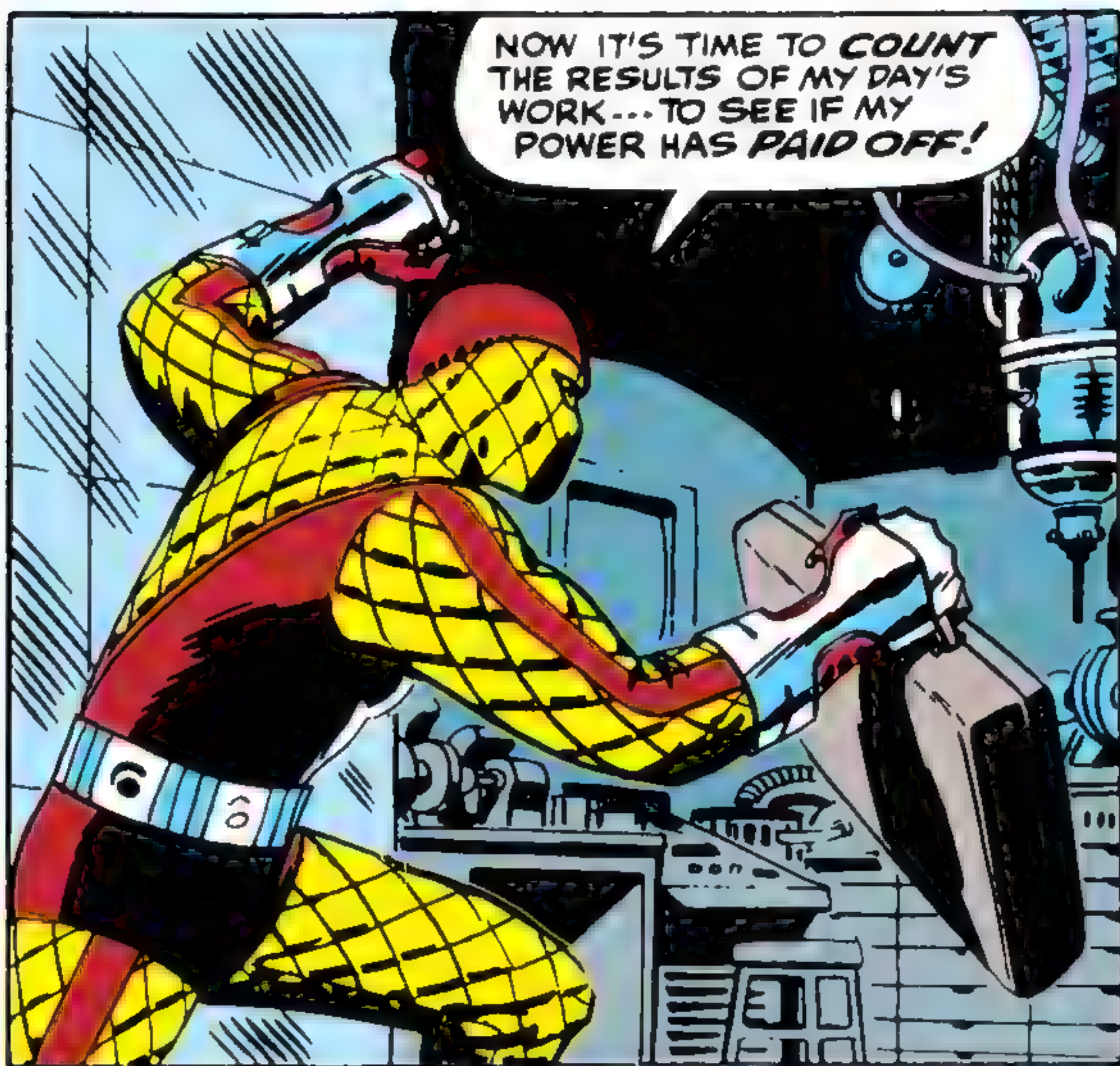
EVERYTHING WENT **PERFECTLY**!

**NOBODY**'LL THINK TO LOOK FOR ME **HERE** IN AN OLD, ABANDONED **LOFT BUILDING**!

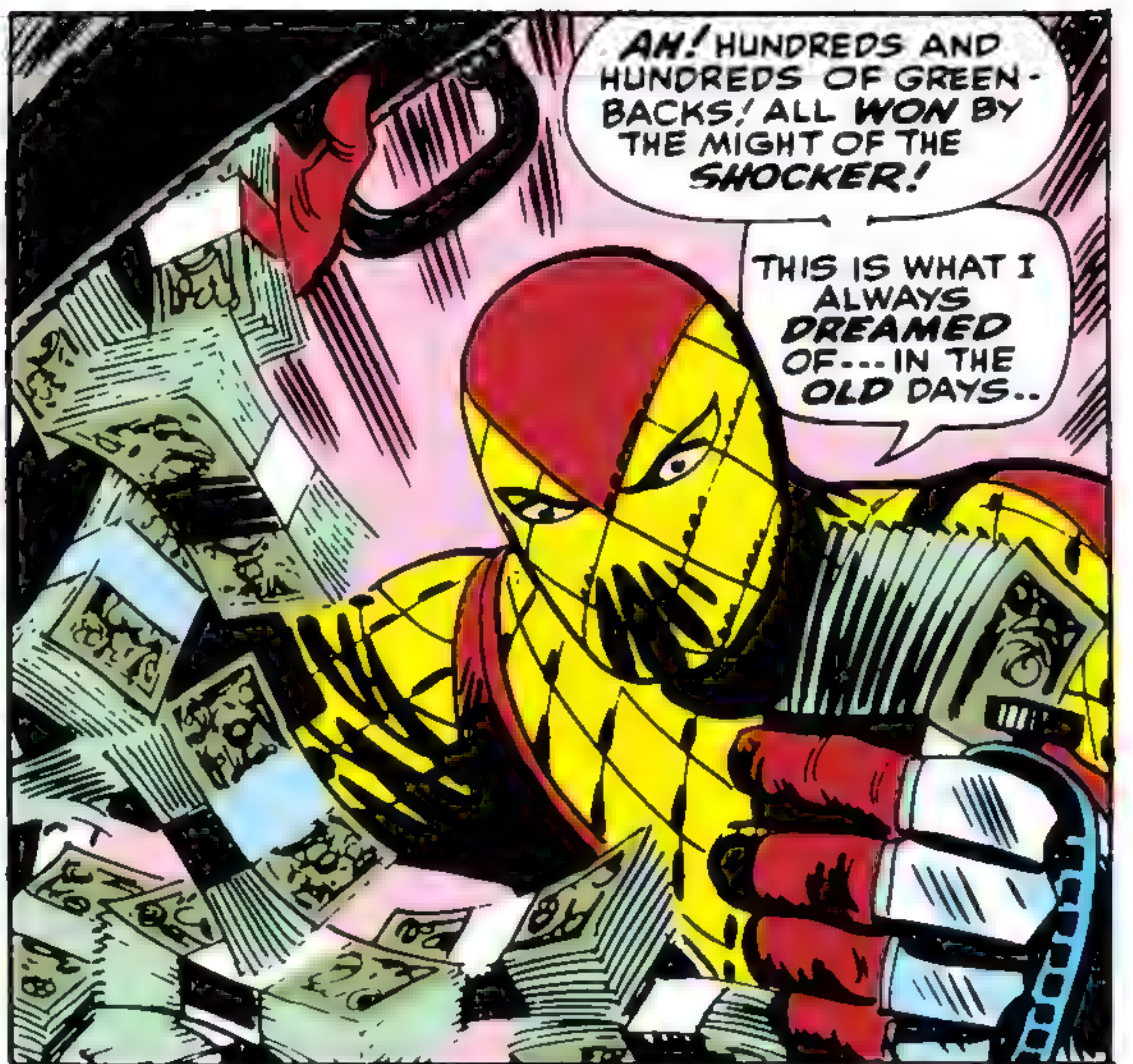
AND IF THAT **MEDDLESOME SPIDER-MAN** BUTTS IN AGAIN, I'LL FINISH HIM FOR **GOOD** NEXT TIME!

IN FACT, IT MIGHT BE A **GOOD IDEA** TO DESTROY HIM... JUST TO SHOW THE **WORLD** HOW **POWERFUL** I AM!





NOW IT'S TIME TO **COUNT** THE RESULTS OF MY DAY'S WORK... TO SEE IF MY **POWER** HAS **PAID OFF!**



**AH!** HUNDREDS AND HUNDREDS OF **GREEN-BACKS!** ALL **WON** BY THE MIGHT OF THE **SHOCKER!**

THIS IS WHAT I ALWAYS **DREAMED** OF... IN THE **OLD DAYS...**



"I REMEMBER HOW IT WAS **BEFORE** I GAINED MY GREAT **VIBRATING** POWER... I WAS JUST A **TWO-BIT** **SAFECRACKER**... **BUMBLING**... **FRIGHTENED...**"

I'M A **TWO-TIME** **LOSER!** CAN'T AFFORD TO GET **NABBED** AGAIN!



**OH, NO!** THERE WERE **EXTRA** **GUARDS** HERE TONIGHT! THEY **HEARD** THE **NITRO!**

I **AIN'T** GOT A **CHANCE!**



"SINCE I WAS GOOD WITH **TOOLS**, THEY PUT ME IN THE **PRISON** **WORK-SHOP!** BUT I HAD ONLY **ONE** **THING** ON MY MIND... DURING ALL THOSE **LONG, ENDLESS** **MONTHS...**"

IF I EVER GET **OUT...** I'LL DO **THINGS** **DIFFER-ENT!** THEY'LL NEVER **CATCH** ME **AGAIN!**

I'LL DESIGN A SET OF **TOOLS** THAT CAN **OPEN** ANY **SAFE...** **SILENTLY**... IN **SECONDS!**



"BUT WHILE WORKING ON MY **TOOLS...** A **ONE-IN-A-MILLION** **INSPIRATION** HIT ME..."

A **GADGET** THAT CAN **SHAKE** A **SAFE** **DOOR** **LOOSE** WOULD BE BETTER THAN ANY-**THING** **ELSE!**

IF I CAN JUST FIND A WAY TO **CONTROL** THE **SHOCK** OF THE **VIBRATIONS...**

LUCKILY, NO ONE HERE **SUSPECTS** WHAT I'M **REALLY** **WORKING** **ON!**



"THEN, MONTHS LATER... MY **DEVICE** WAS **READY!** IN THE **DEAD** OF **NIGHT**, WHEN MY **CHANCES** WERE THE **GREATEST...** I **USED** IT... AGAINST THE **BRICK** **WALL**, LEADING TO **FREEDOM...**!"

THIS IS IT! IT'S GOT TO WORK THE **FIRST** **TIME...** OR I'M **FINISHED!**



"IT **WORKED!** IT WORKED BETTER THAN I COULD HAVE **DREAMED!** THE **WALL** WAS **SHATTERED** WITHIN **SECONDS!** BUT I WAS ALMOST **INJURED** TOO **BADLY** TO MAKE A **RUN** FOR IT..."

I DIDN'T REALIZE THAT THE **FEEDBACK** WOULD BE SO **STRONG!** LUCKY I WASN'T **KILLED!**

BUT I'LL WORRY ABOUT THAT **LATER...** ONCE I'M **SAFELY** **OUTTA** **HERE!**



"AND WORK ON IT I DID! HOUR AFTER HOUR...DAY AFTER DAY...WEEK AFTER WEEK...UNTIL FINALLY, JUST A SHORT TIME AGO..."

IT'S FINISHED!

THE FOAM-LINED FABRIC AND HEAVY BOOTS WILL ABSORB ANY FUTURE SHOCKS!

WHILE MY BELT WILL CONTAIN A LIFETIME BATTERY FOR A PERMANENT POWER PACK!

"BY LOCATING MY VIBRA-SHOCK UNITS WITHIN MY METAL KNUCKLE PLATES.. AND MAKING THEM THUMB-OPERATED... I KNEW I HAD MADE MYSELF UN-BEATABLE!"

AND, FROM THAT DAY ON,

**THE SHOCKER**

HAS PROVEN HIMSELF SUPREME!

NO ONE THAT LIVES CAN STOP ME!

MEANWHILE, AT THE NEWLY-CONSTRUCTED PENN STATION, MRS. MAY PARKER WAITS FOR HER BELOVED NEPHEW...

PETER SHOULD BE HERE AT ANY MINUTE!

OH DEAR.. I WONDER HOW HE'S GOING TO TAKE THE NEWS I HAVE FOR HIM..?

AUNT MAY!

THAT'S HIM!

PETER, DEAR, I'M SO GLAD TO... OH! YOUR ARM! WHAT HAPPENED?

NOTHING, AUNT MAY! JUST A LITTLE SPRAIN! IT'LL BE OKAY IN A DAY OR SO!

SAY! YOU LOOK WONDERFUL! THE REST MUST HAVE BEEN GOOD FOR YOU!

HOW WILL I EVER BRING MYSELF TO SAY IT--

YES, DEAR... I HAD A WONDERFUL TIME! BUT NOW... THERE'S SOMETHING I MUST TELL YOU...!

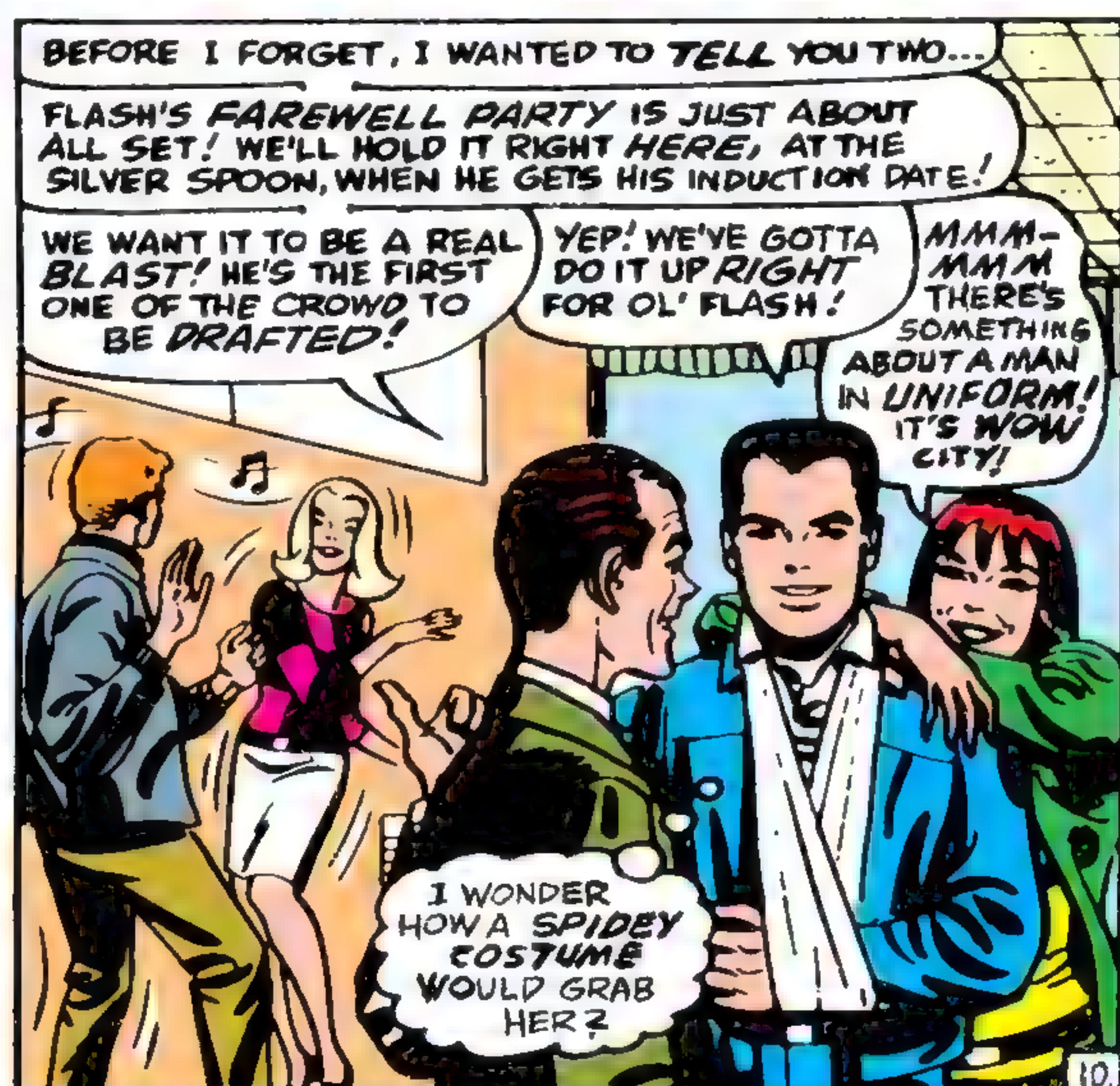
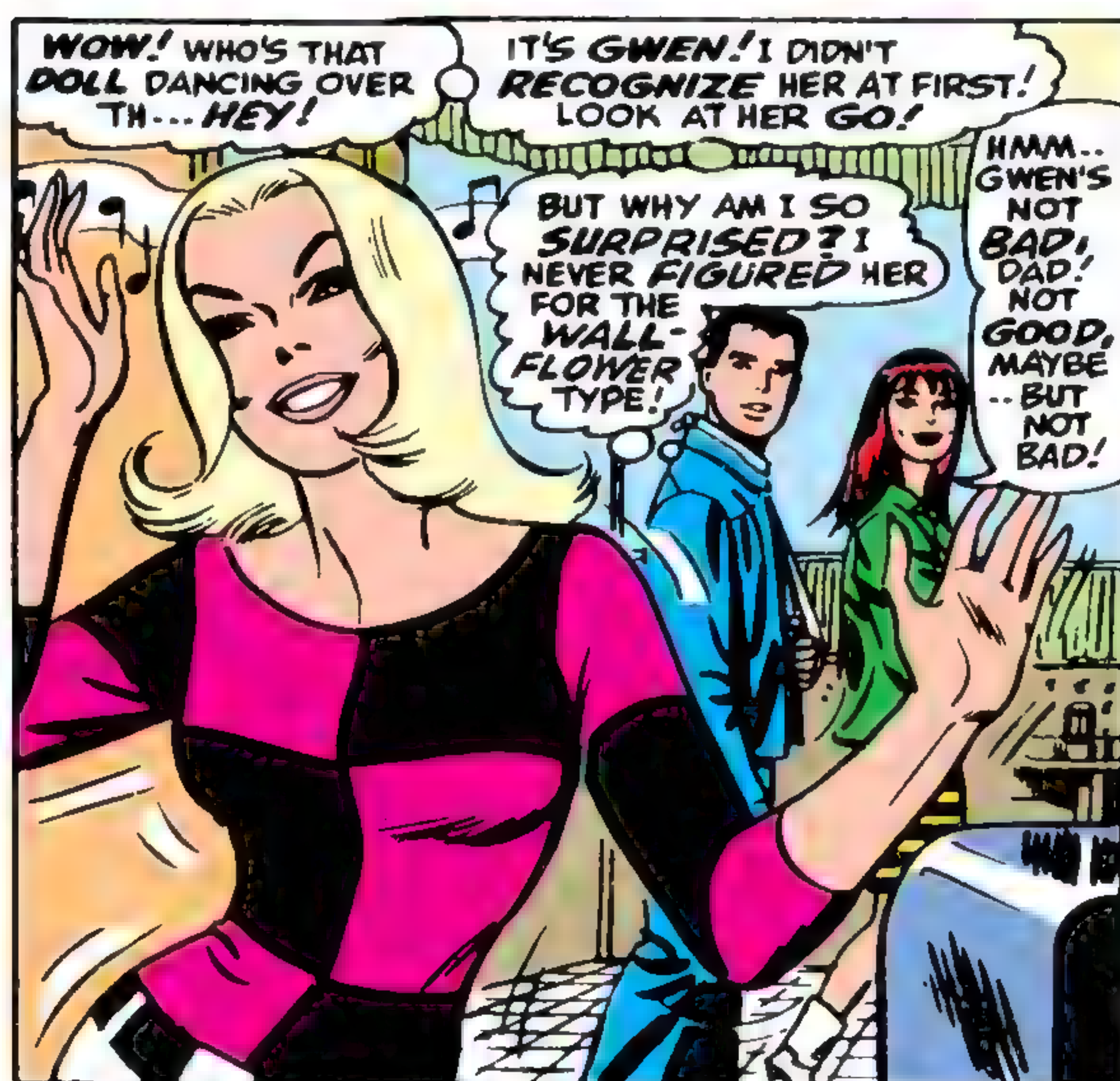
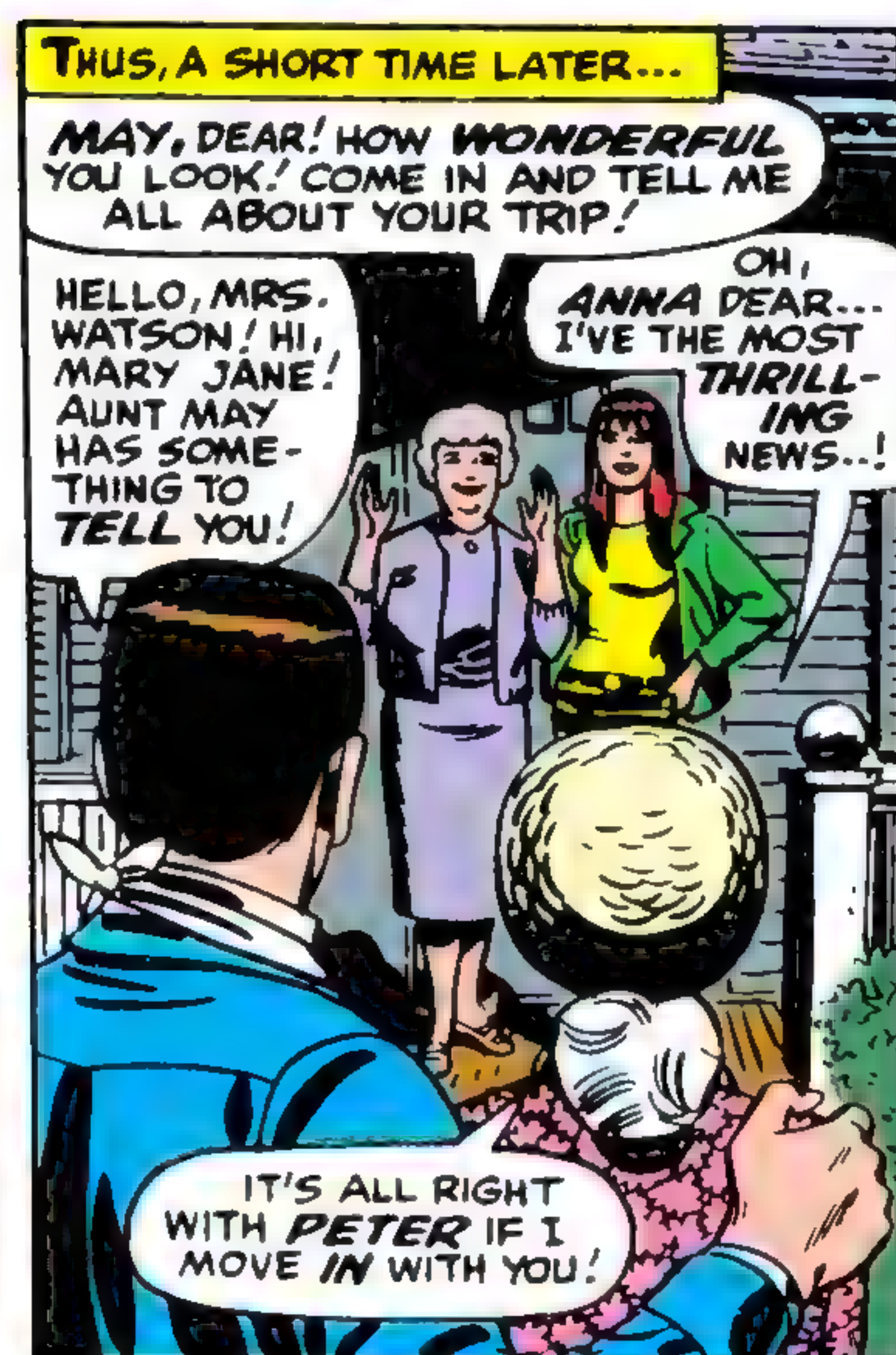
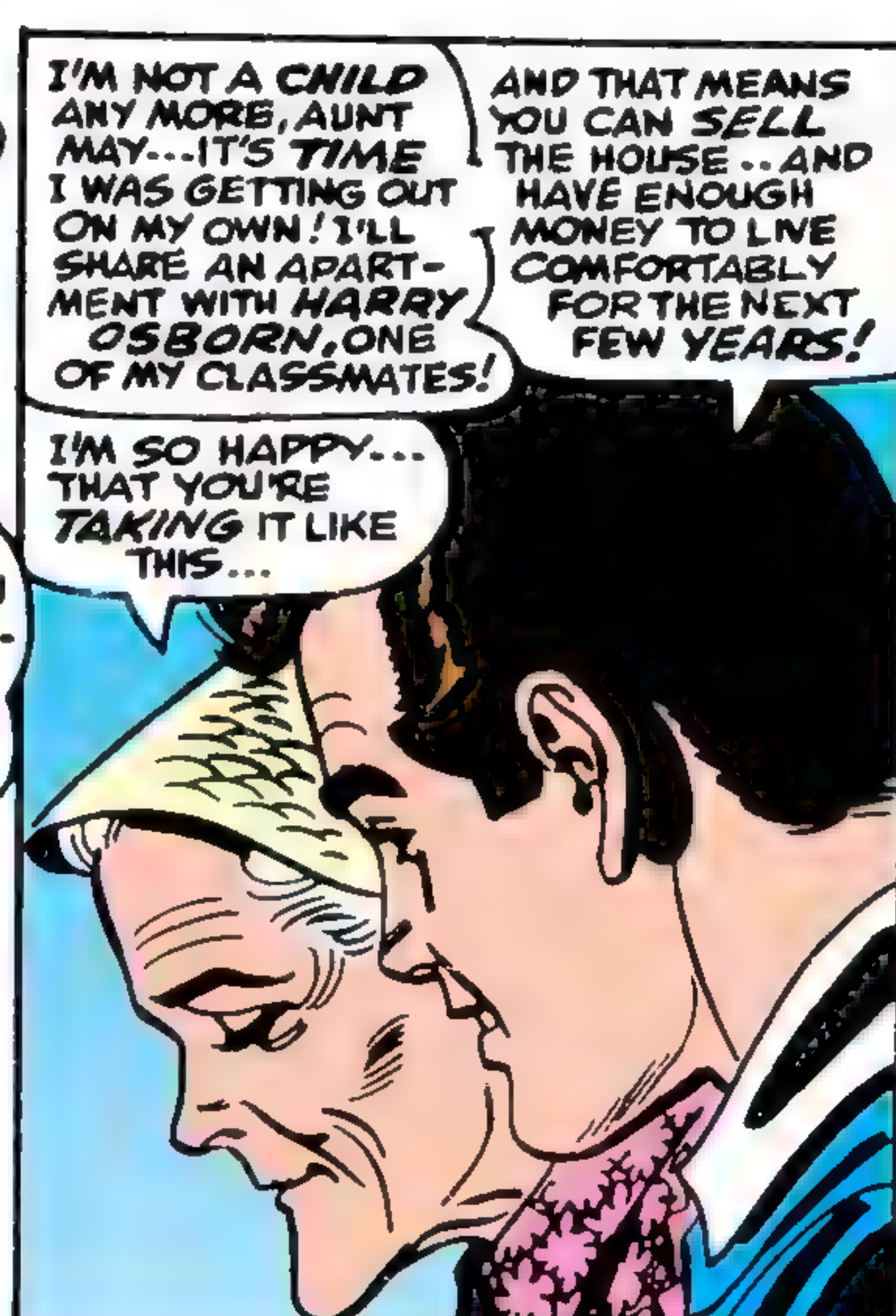
CAN IT WAIT JUST A SEC, AUNT MAY? I'VE GOT A REAL IMPORTANT MATTER TO DISCUSS WITH YOU!

GOSH! WHY THE TEARS? WHAT'S WRONG?

NOTHING, PETER! IT'S JUST THAT I'M SO WORRIED ABOUT YOU...!

WORRIED? WHY??









HEY, GANG... DIDJA SEE THE BUGLE'S EXTRA?

SOME NUT NAMED THE SHOCKER MADE A MONKEY OUTTA SPIDER-MAN!

YEAH? THAT'LL BE THE DAY!

BUT THERE'S PICTURES, 'N EVERYTHING!

PROBABLY FAKES! OR ELSE SPIDEY WASN'T EVEN TRYIN'!

FAR AS I'M CONCERNED, NOBODY CAN BEAT THE OL' WEB-SLINGER!

DAILY BUGLE  
SHOCKER SMASHES SPIDER-MAN!



POOR FEARLESS FLASH! HE'S PROBABLY SPIDER-MAN'S BIGGEST BOOSTER! BUT IF HE EVER FOUND OUT WHO SPIDEY REALLY IS... FORGET IT!

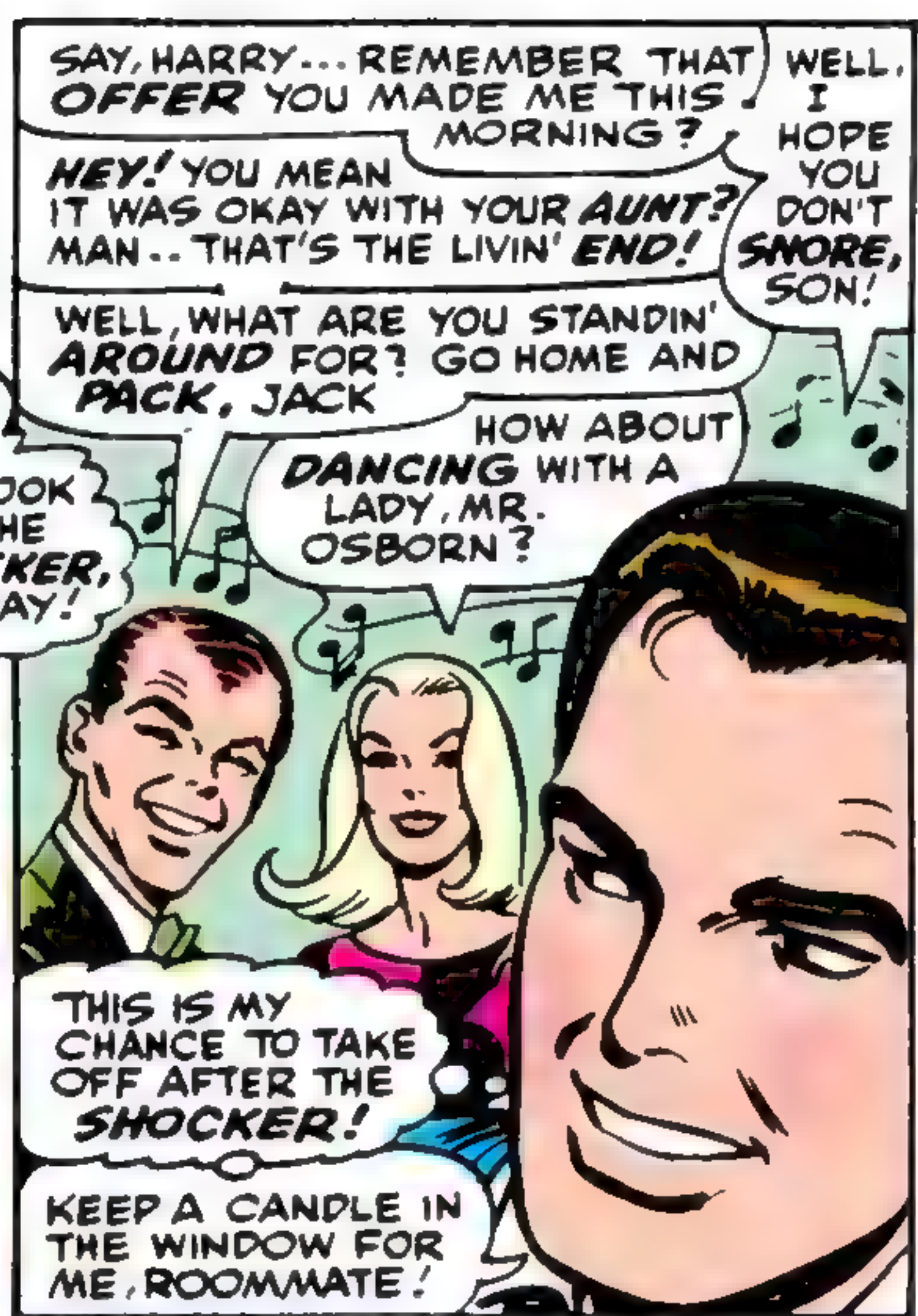
READY TO DIVE INTO A TWO-SCOOPER WITH ME NOW, M.J.?

NOT WHILE THE JUKE IS JUMPIN', DAD! SINCE YOU CAN'T SHAKE UP A STORM WITH YOUR WING IN A SLING, I'LL TAKE A RAIN CHECK TILL THE COINS RUN OUT!

IT'S JUST AS WELL! I WANNA LOOK FOR THE SHOCKER, ANYWAY!

I'LL BE TAKING OFF SOON!

HAVE A HAPPY!



SAY, HARRY... REMEMBER THAT OFFER YOU MADE ME THIS MORNING?

HEY! YOU MEAN IT WAS OKAY WITH YOUR AUNT? MAN... THAT'S THE LIVIN' END!

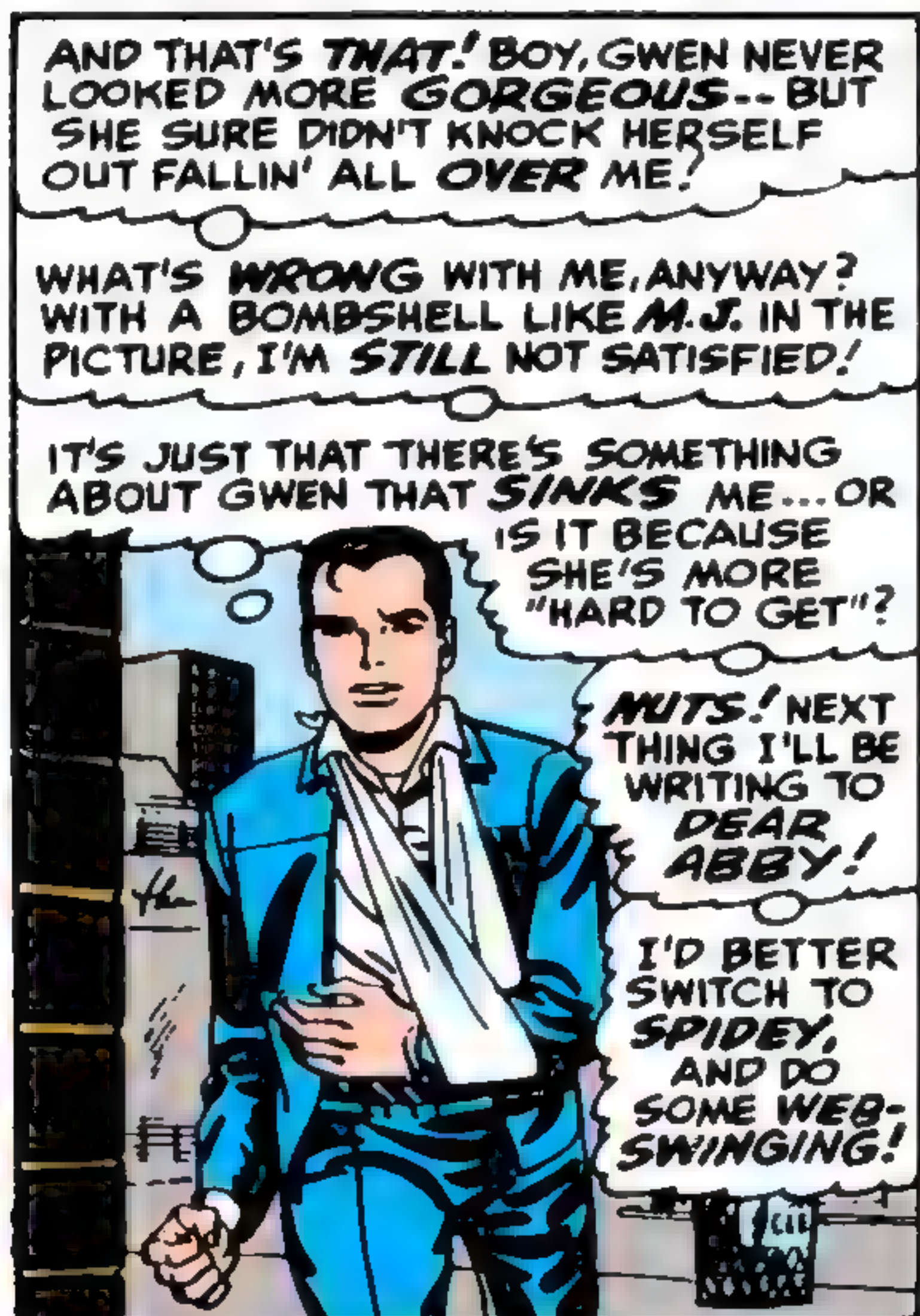
WELL, I HOPE YOU DON'T SNORE, SON!

WELL, WHAT ARE YOU STANDIN' AROUND FOR? GO HOME AND PACK, JACK

HOW ABOUT DANCING WITH A LADY, MR. OSBORN?

THIS IS MY CHANCE TO TAKE OFF AFTER THE SHOCKER!

KEEP A CANDLE IN THE WINDOW FOR ME, ROOMMATE!



AND THAT'S THAT! BOY, GWEN NEVER LOOKED MORE GORGEOUS... BUT SHE SURE DIDN'T KNOCK HERSELF OUT FALLIN' ALL OVER ME!

WHAT'S WRONG WITH ME, ANYWAY? WITH A BOMBSHELL LIKE M.J. IN THE PICTURE, I'M STILL NOT SATISFIED!

IT'S JUST THAT THERE'S SOMETHING ABOUT GWEN THAT SINKS ME... OR IS IT BECAUSE SHE'S MORE "HARD TO GET"?

NUTS! NEXT THING I'LL BE WRITING TO DEAR ABBY!

I'D BETTER SWITCH TO SPIDEY, AND DO SOME WEB-SWINGING!



HMMM! PARKER LOOKS LIKE HE'S OUT FOR MORE THAN JUST AN EVENING STROLL!

I'VE A HUNCH PATCH IS ABOUT TO LEARN HIS CONNECTION WITH SPIDER-MAN AT LAST!



AND THEN, EXACTLY SIXTY SILENT SECONDS LATER...

THERE'S SPIDEY... IN THAT ALLEY!

UH OH! MY SPIDER-SENSE IS TINGLING LIKE MAD! SOMEONE'S WATCHING... NEARBY!

BUT... WHAT BECAME OF PETER PARKER?



IT'S PATCH... THE STOOL-PIGEON!

IF HE SAW ME WALTZ IN HERE AS PETE PARKER... AND SEES ME NOW AS SPIDEY... HE WON'T HAVETA BE AN EINSTEIN TO DIG MY SECRET!

I'VE GOTTA THINK OF SOMETHING... BUT FAST!



FOSWELL... YOU'RE A FAT-HEADED, FEEBLE-MINDED FOOL!

HERE I'VE BEEN WONDERING WHERE PARKER WENT TO... AND THE ANSWER'S BEEN STARING ME IN THE FACE ALL THE TIME!

I SHOULD HAVE GUESSED IT... HE DIDN'T GO ANYWHERE...

PARKER IS SPIDER-MAN!

AND I'M THE ONLY ONE WHO KNOWS IT!



BUT THEN, THE STARTLED PATCH SUDDENLY HEARS...

NO WONDER I COULDN'T FIND YOU... HIDING UP IN THE SHADOWS LIKE THAT!

HI, SPIDEY!

PARKER, I TOLD YOU TO MEET ME HERE BECAUSE I'M GOING AFTER THE SHOCKER TONIGHT!

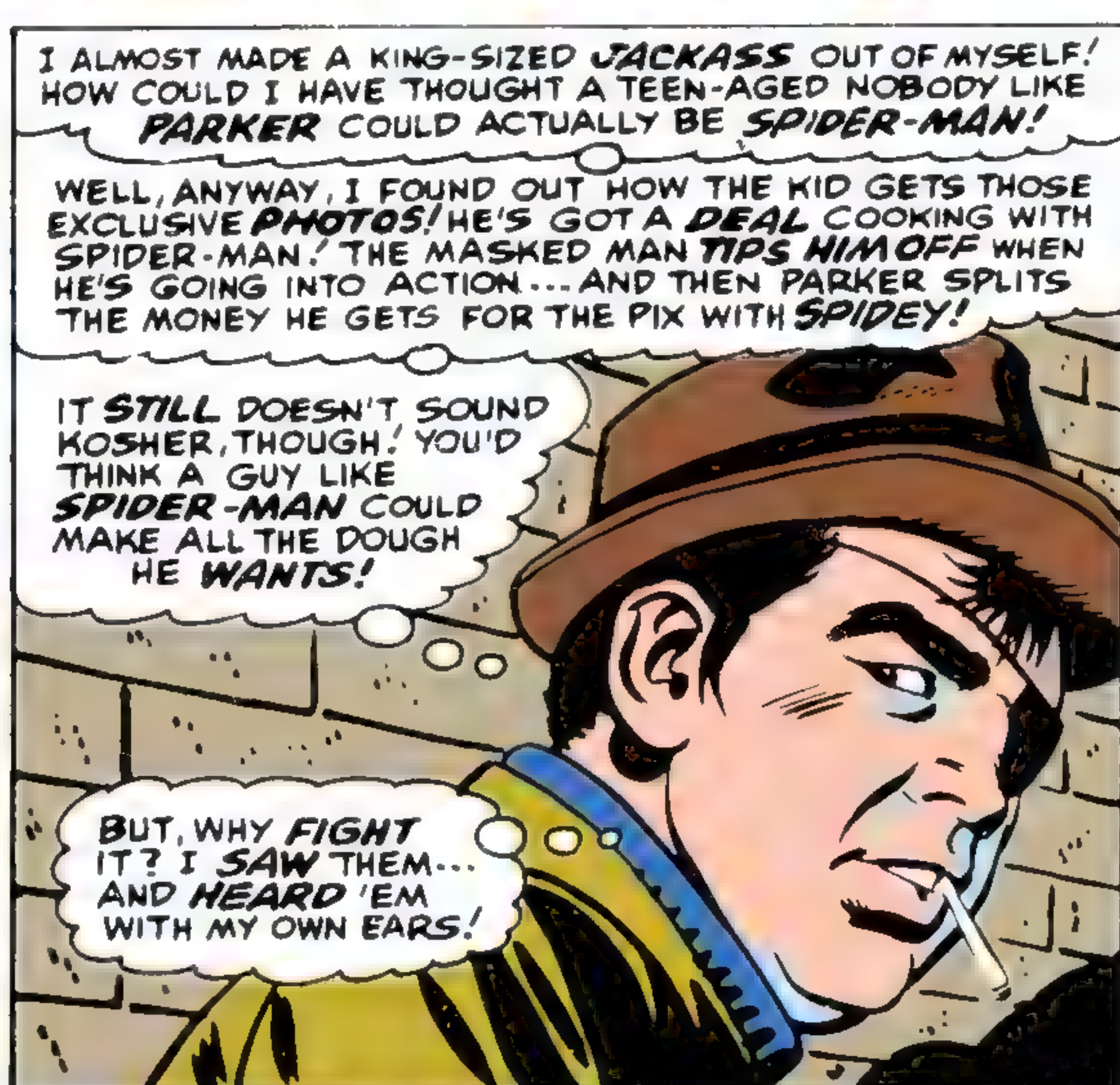
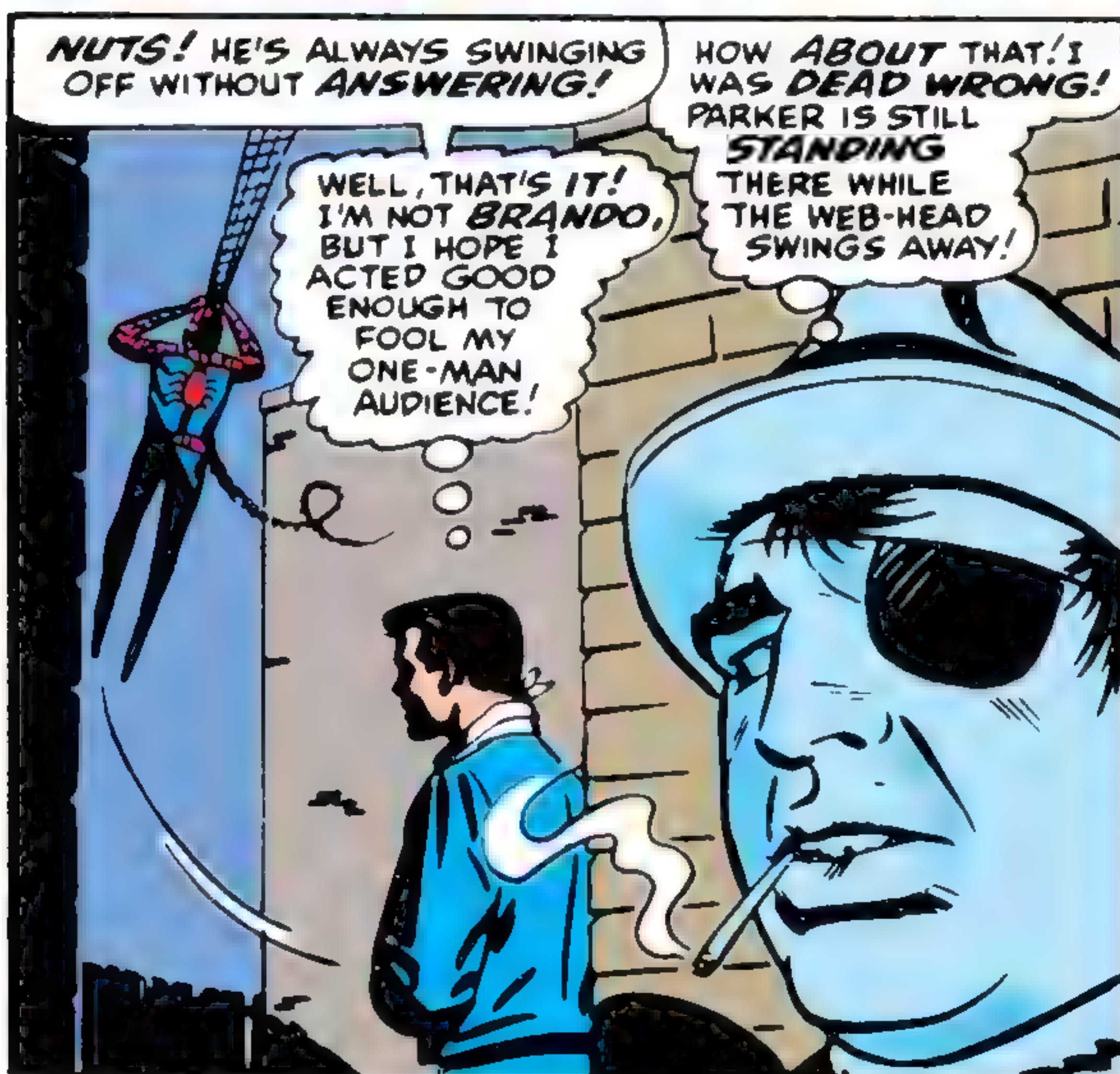
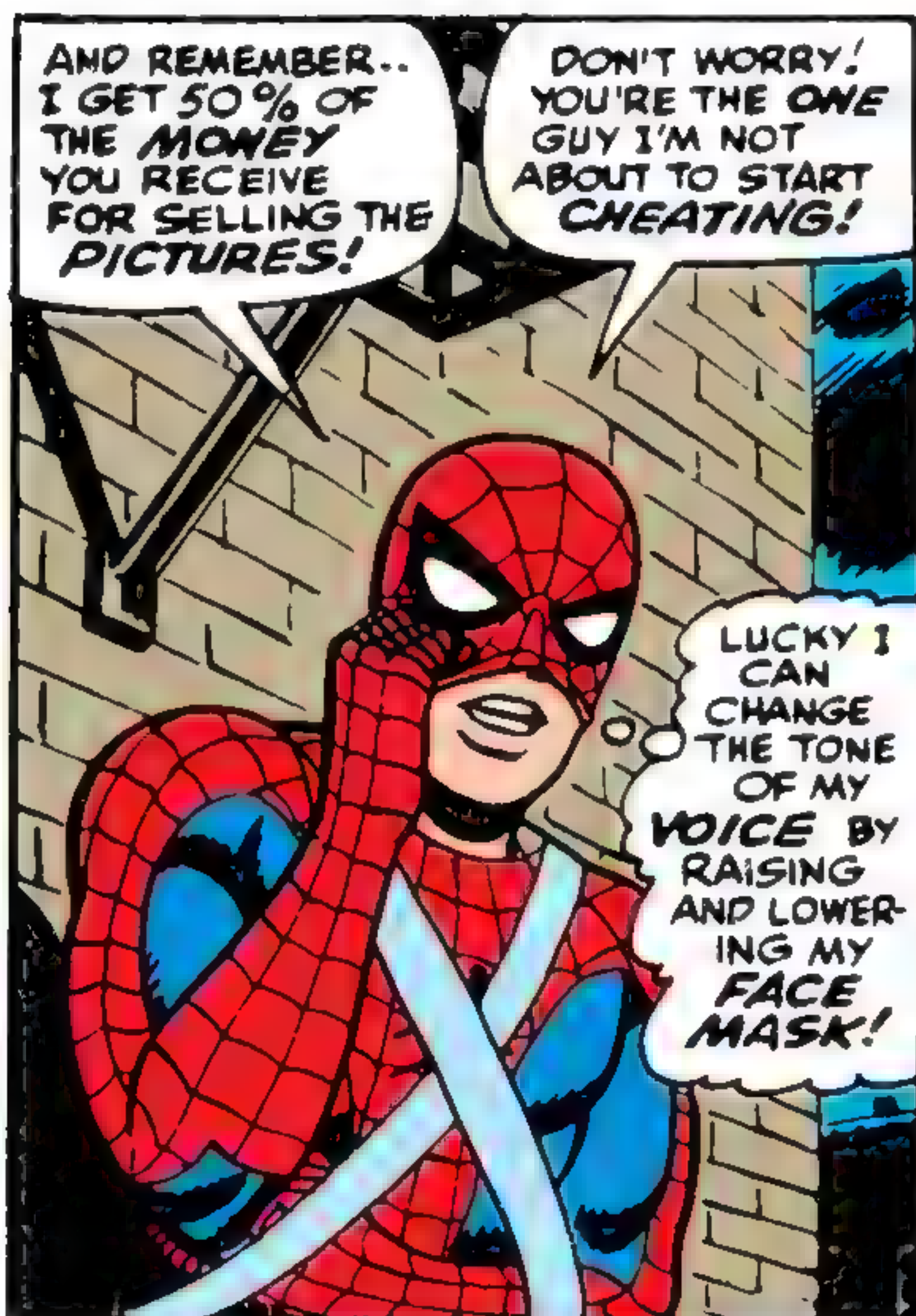
GET YOUR CAMERA LOADED... AND WAIT FOR MY CALL! GOT IT?

YOU CAN COUNT ON ME, SPIDEY!

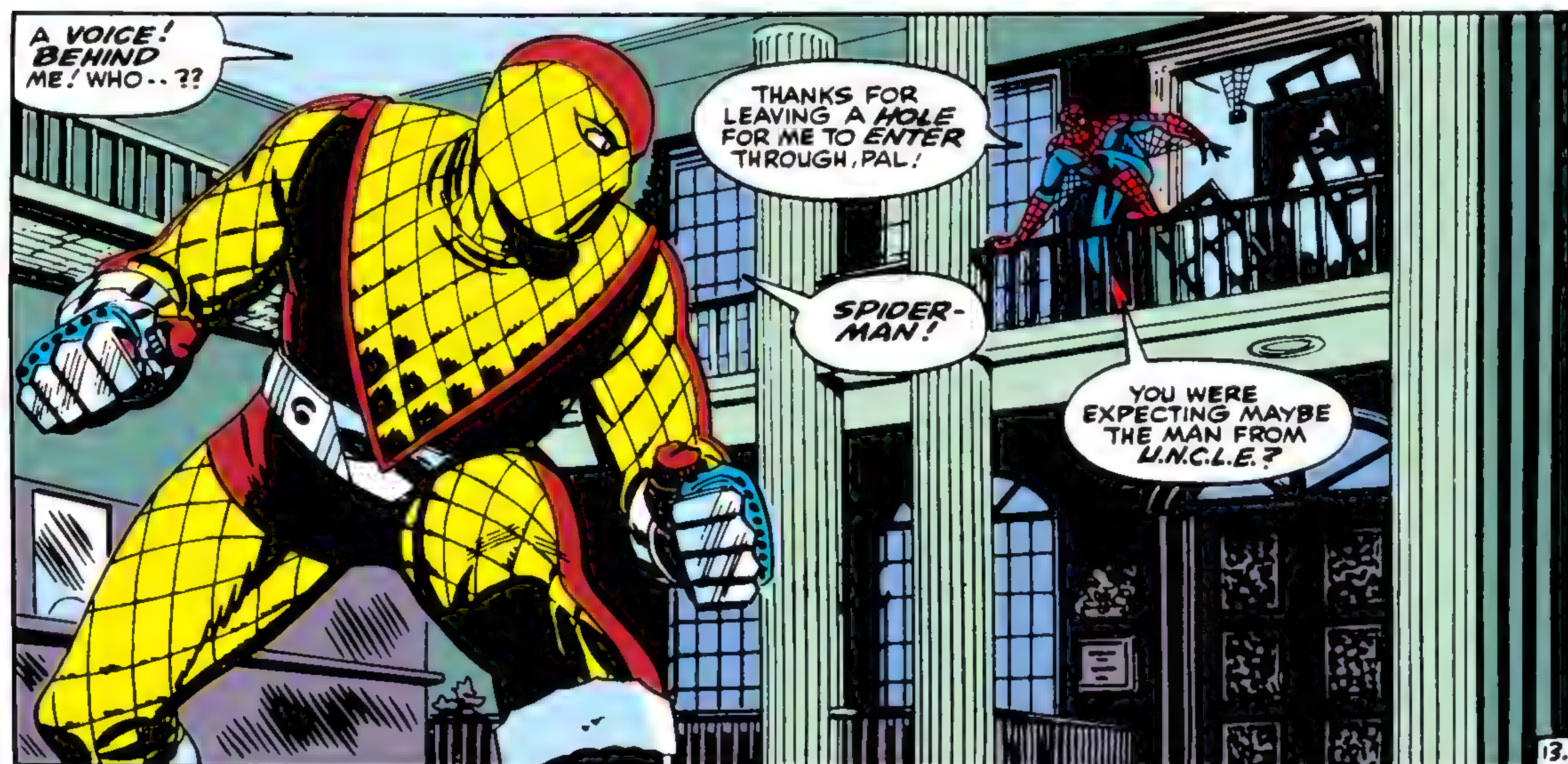
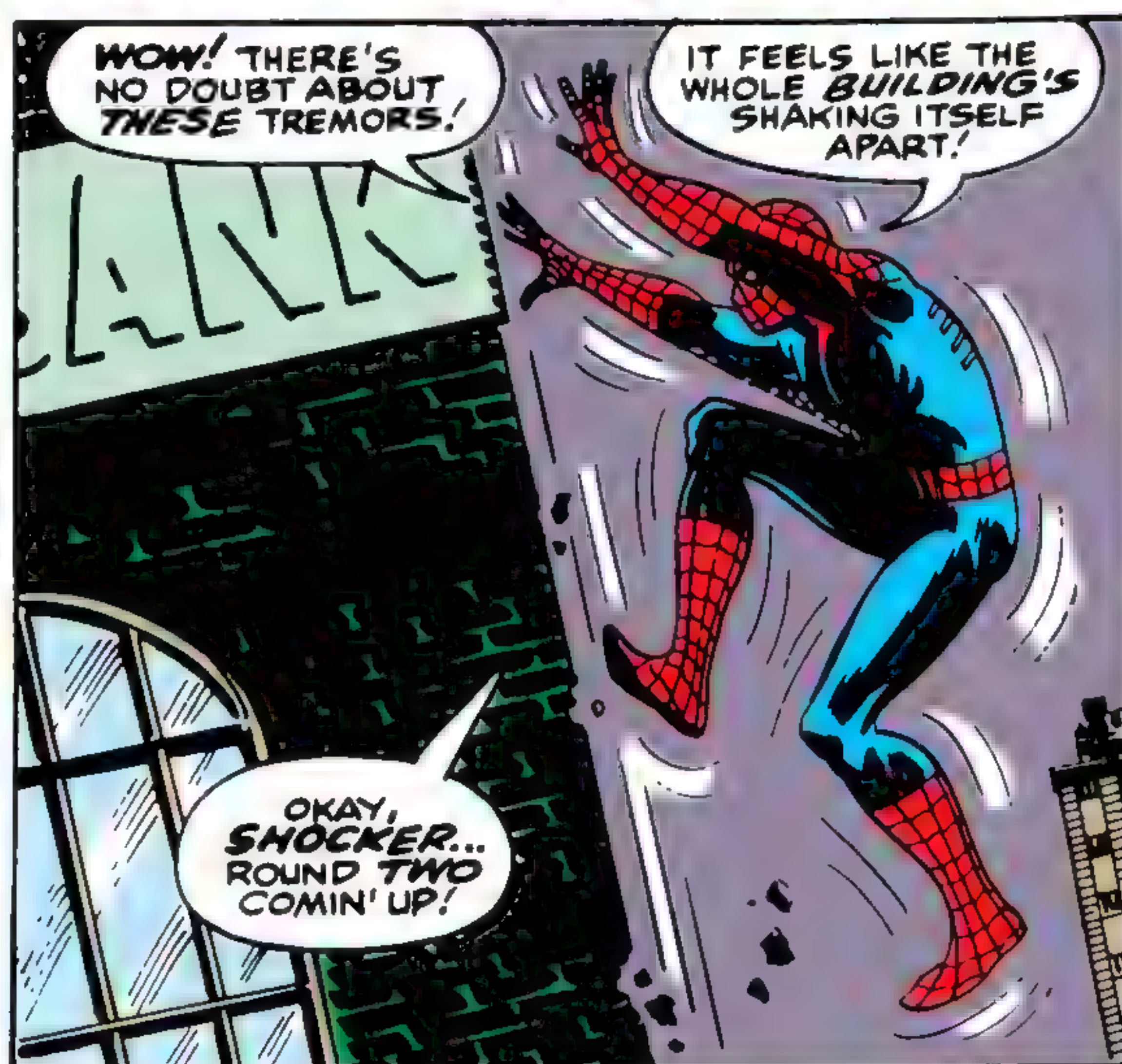
TWO VOICES! ONE... PARKER... AND THE OTHER... THE OTHER'S SPIDER-MAN!

THEN... I WAS WRONG!

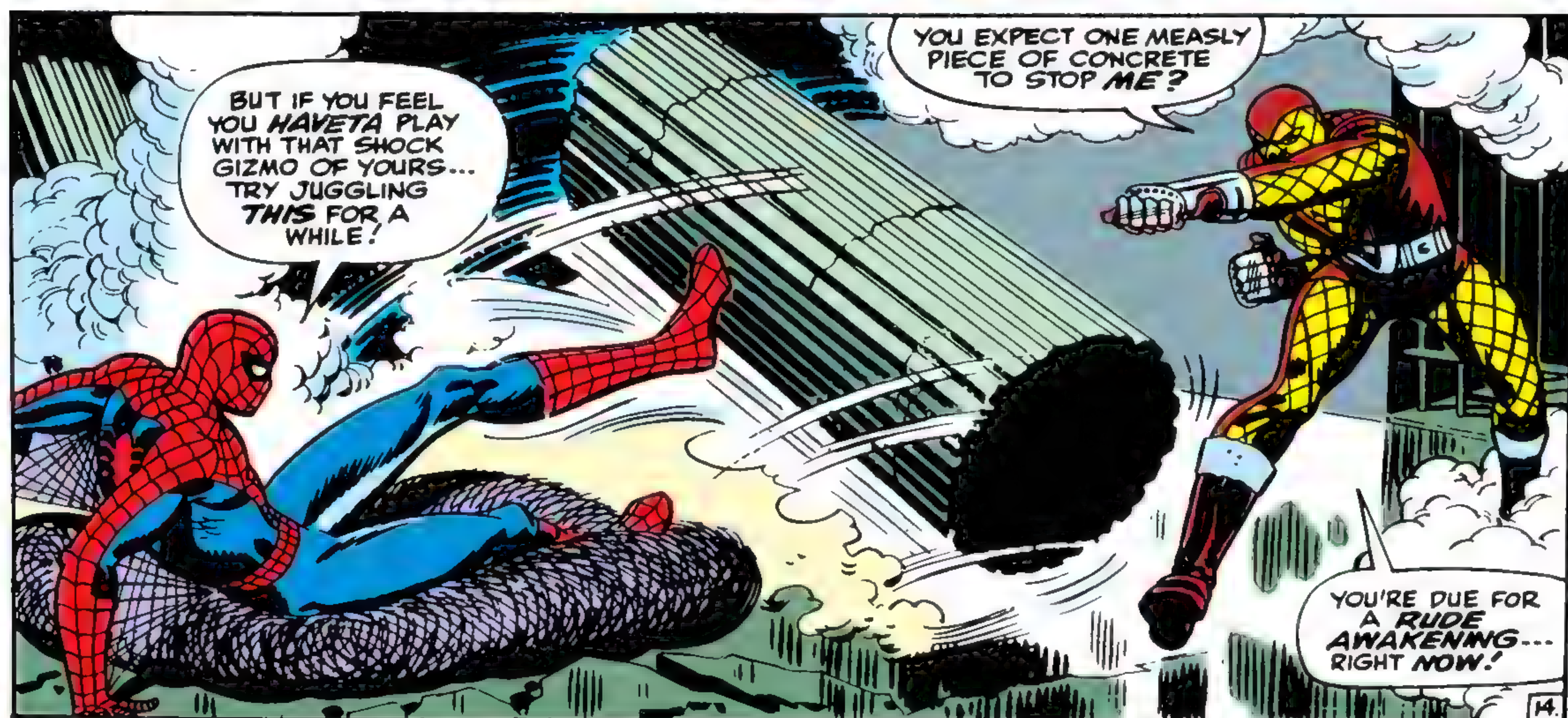
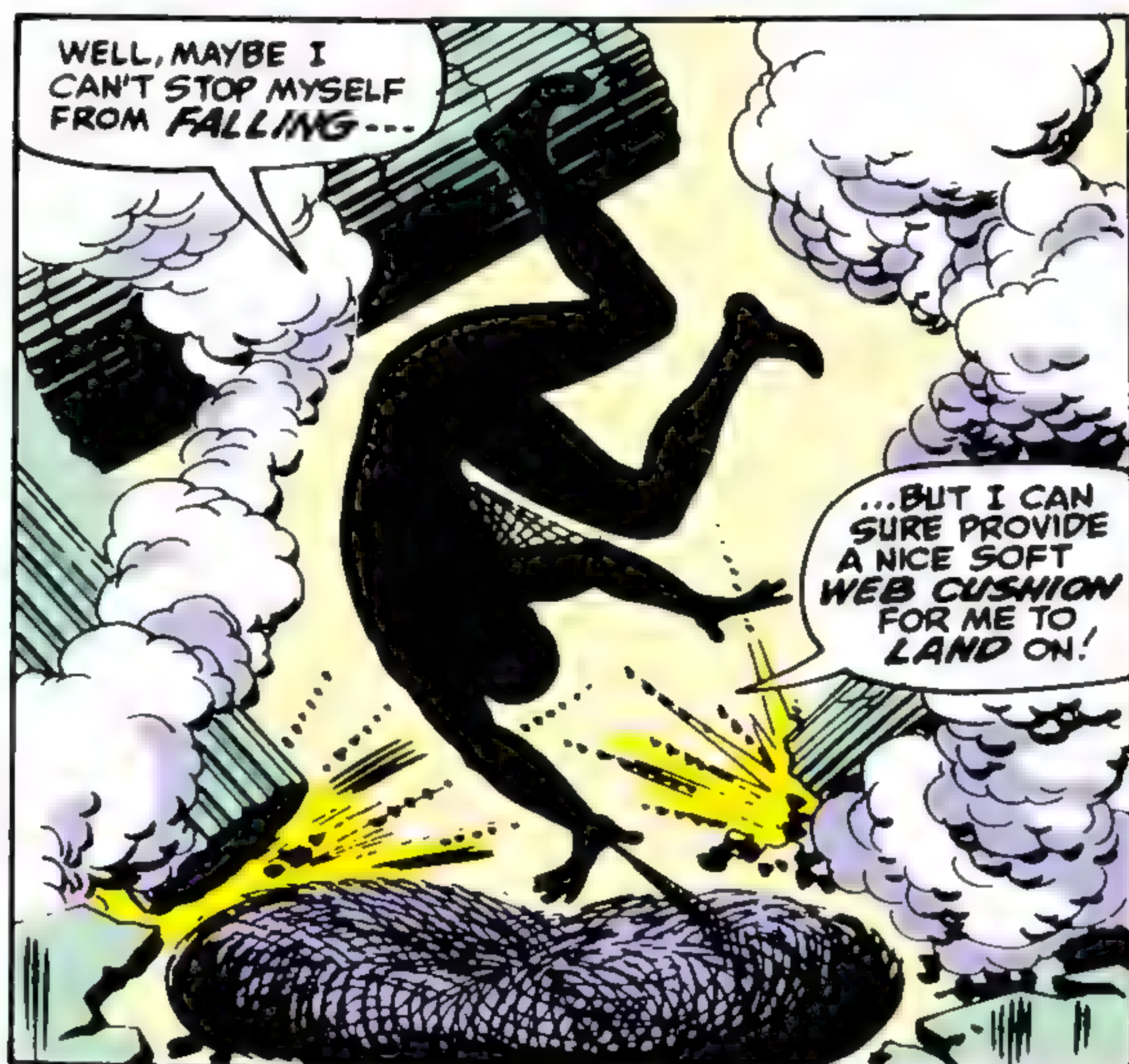
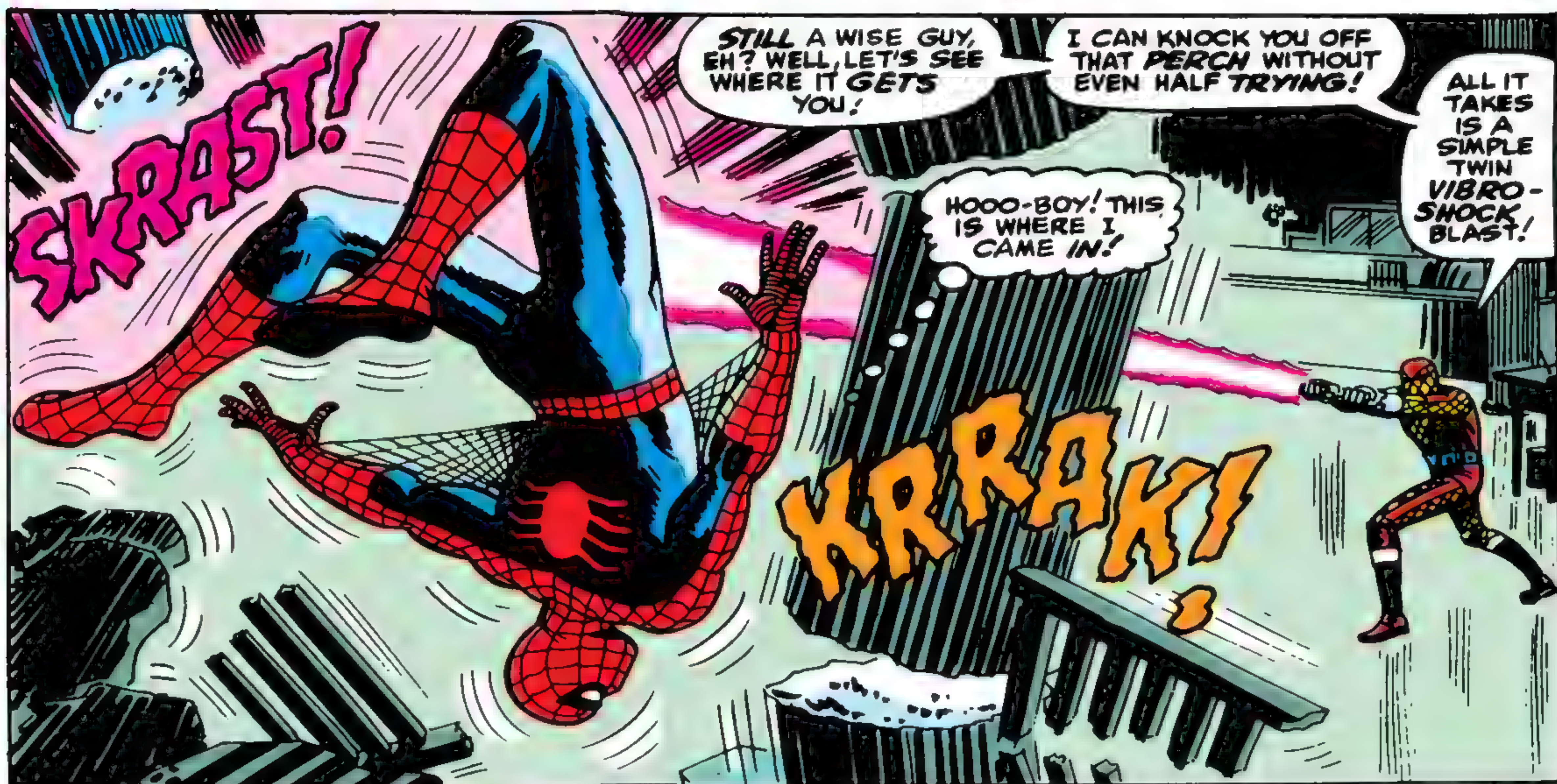




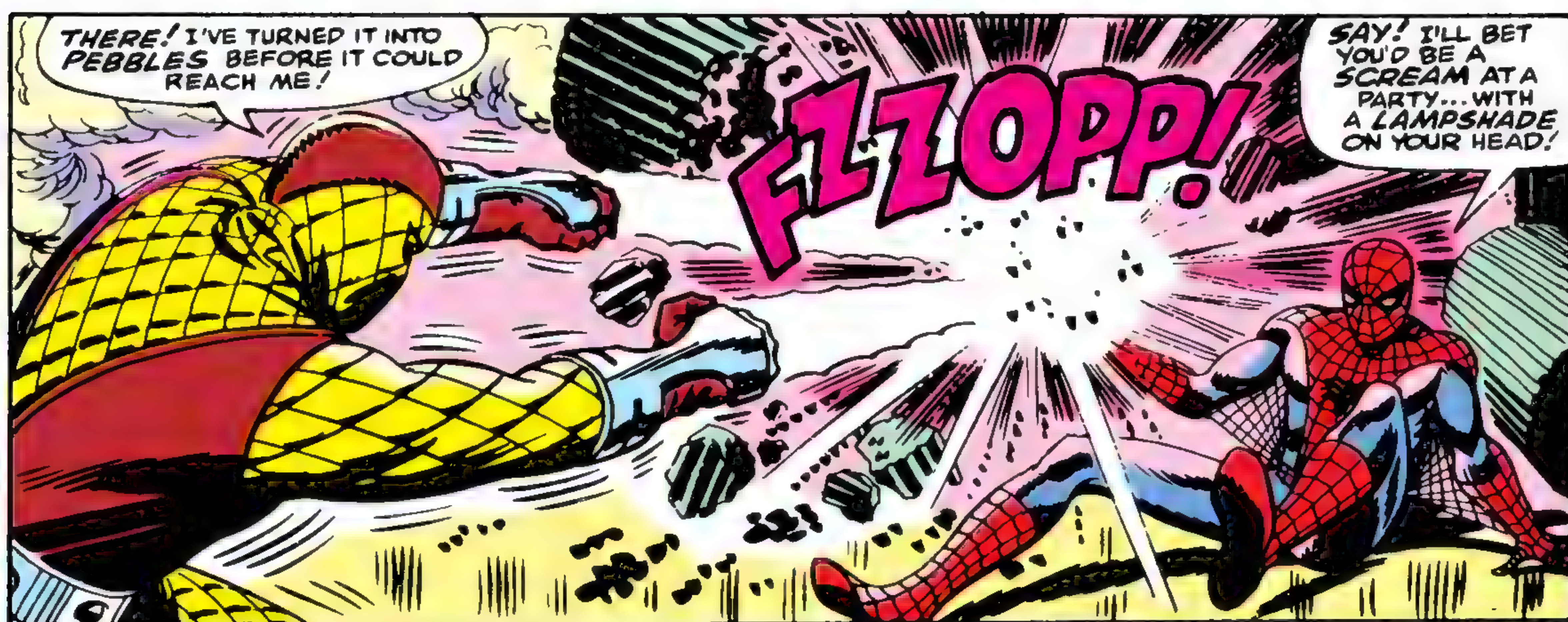














AND NOW...THIS MAY NOT BE AS COLORFUL AS YOUR METHOD OF FIGHTING...

BUT THERE'S NOTHING LIKE A FROLIC SOME **FULL-NELSON** TO MAKE A FELLA SEE THE ERROR OF HIS WAYS!

UHHHH!... BLAST IT... CAN'T HOLD 'IM!! HE'S VIBRATING HIMSELF OUT OF MY GRIP!

DON'T SAY I DIDN'T WARN YOU, SPIDER-MAN!

TO ME, YOU'RE NOTHING MORE THAN A **PETTY ANNOYANCE**... SOMETHING TO BE DEALT WITH QUICKLY, AND **DISPOSED OF** BEFORE YOU CAN BECOME TOO IRRITATING!

I WISH YOU HADN'T SAID THAT!

IT MAKES ME FEEL LIKE ONE OF THOSE **AILMENTS** THEY'RE ALWAYS CURING WITH ASPIRIN ON TV COMMERCIALS!

NOW CRAWL OFF SOMEWHERE AND LICK YOUR WOUNDS...I'VE STILL GOT A **BANK TO ROB!**

SPIDER-SKILL... IF I EVER NEEDED YOU **BEFORE**, DON'T FAIL ME NOW!

THERE'S GOT TO BE A WAY TO **BEAT** THAT ROLICKIN' RAT!

BUT I'LL NEVER FIND IT IF I SPEND ALL NIGHT GETTING MY **LUMPS** FROM THAT CHARACTER!

SO! YOU HAVEN'T **SENSE** ENOUGH TO LAND IN A **HEAP**.. AS I **HOPED** YOU WOULD!

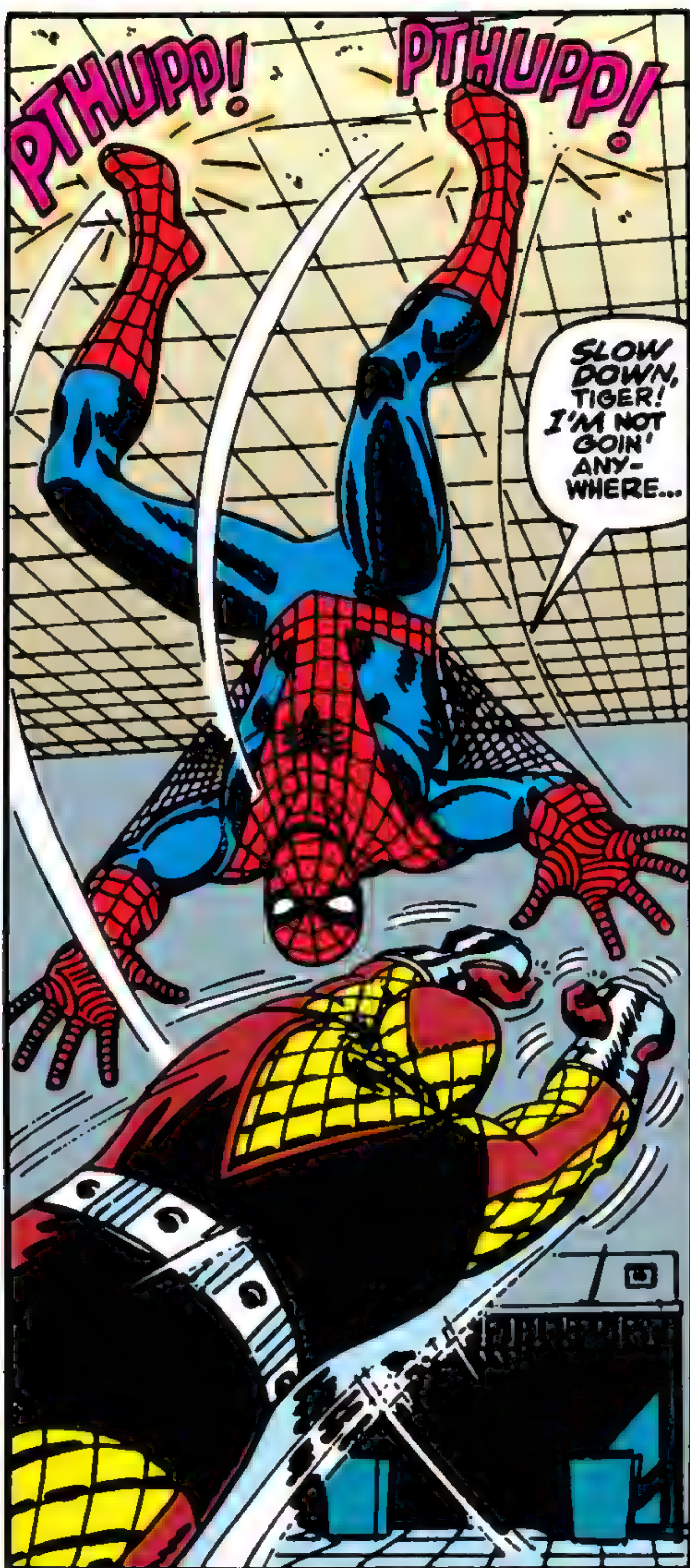
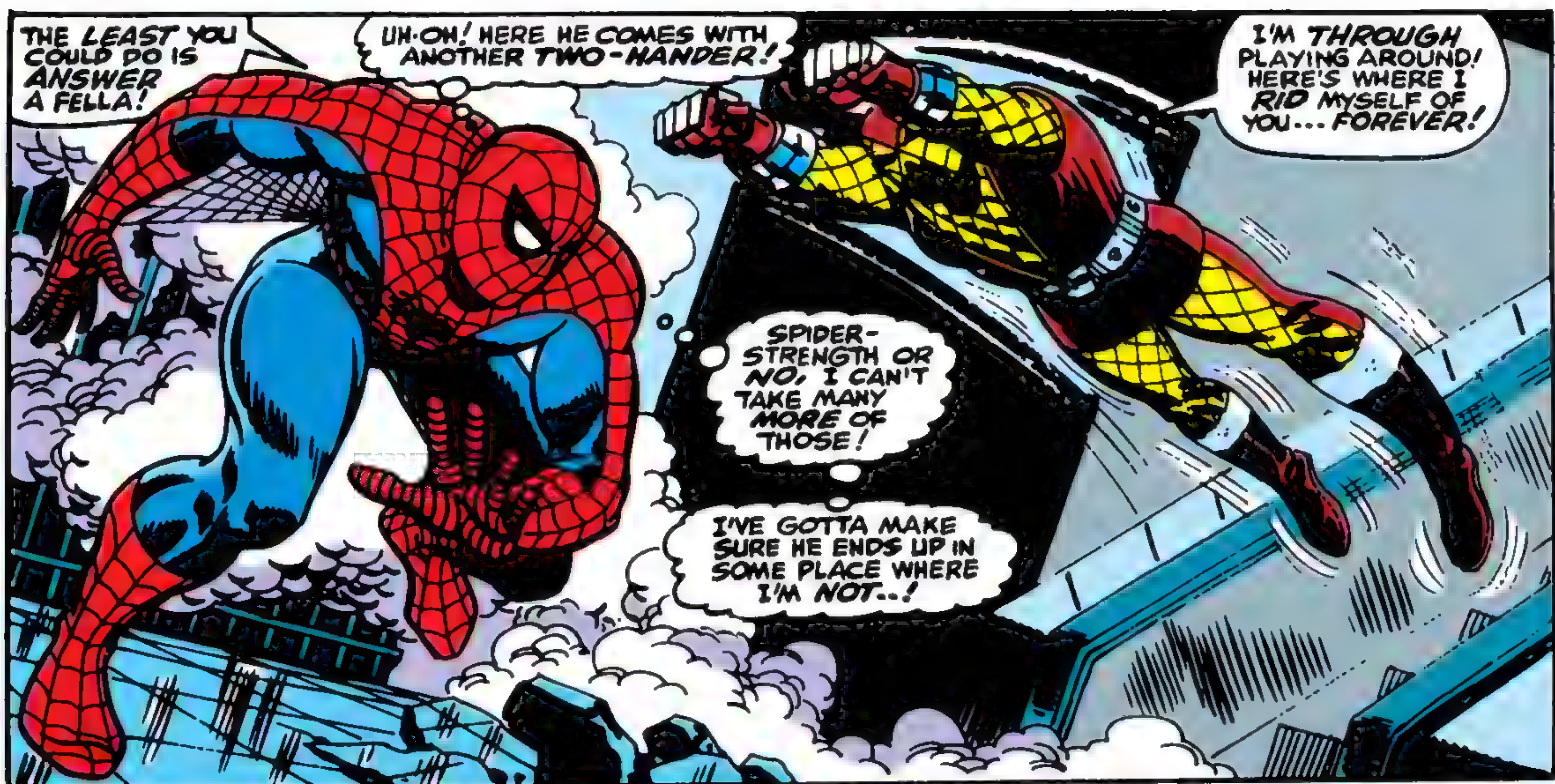
UH-OH! HE'S FIXIN' TO TOSS ANOTHER **VIBRO-BLAST** MY WAY!

SO I'D BETTER MAKE SURE THERE'S **NOBODY HOME** WHEN IT ARRIVES!

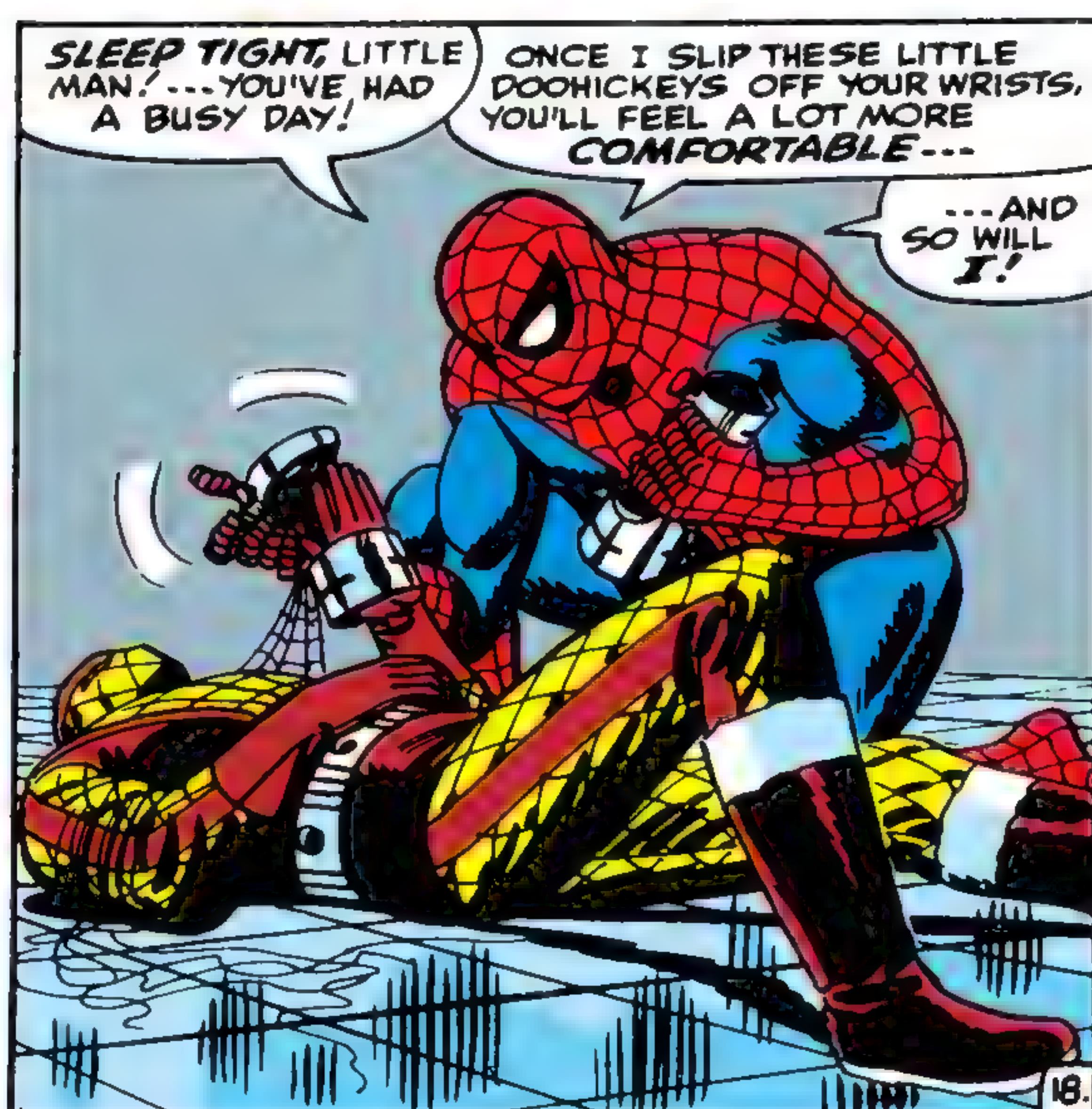
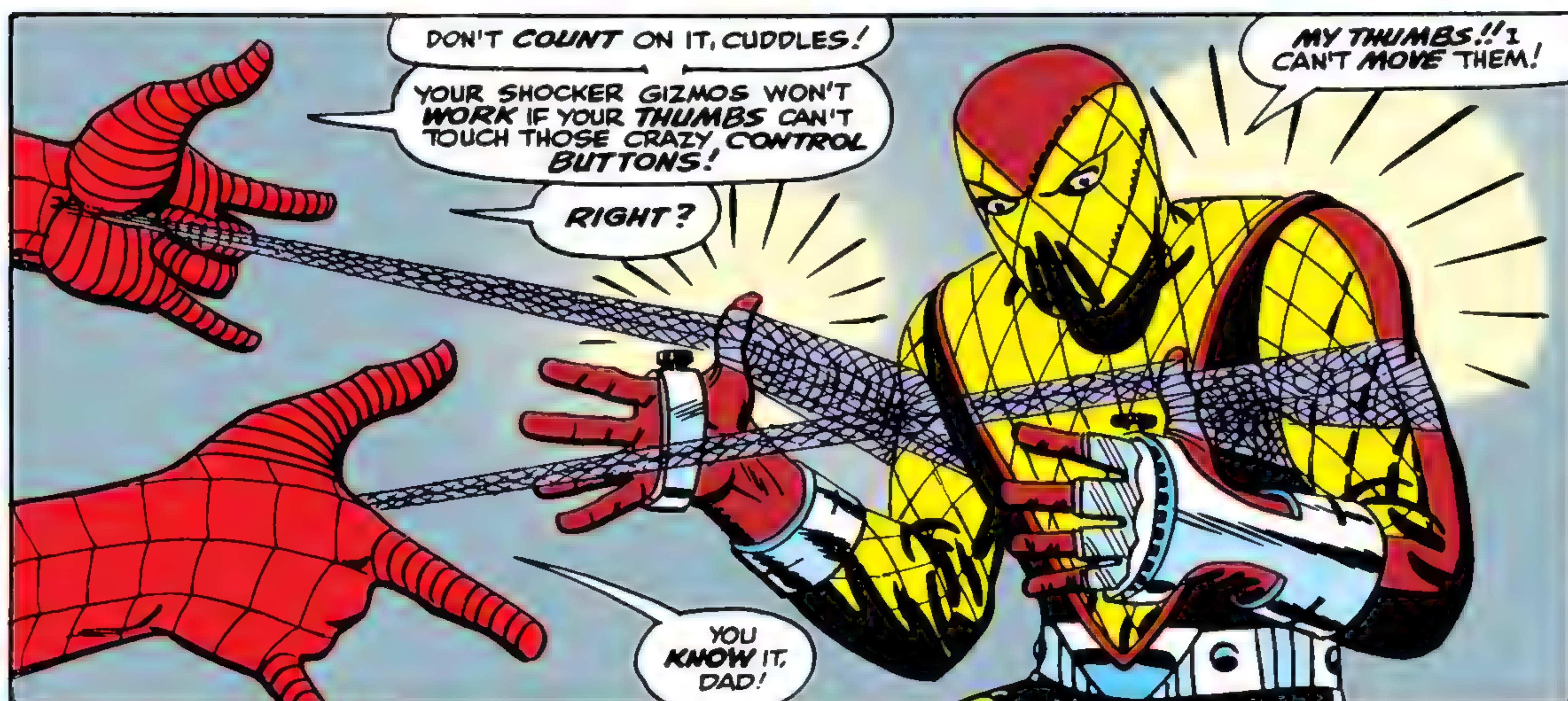
IF YOU KEEP THAT **LIP**, SHOCKER...I'M LIABLE TO DEVELOP AN **INSECURITY COMPLEX!**

AND, CONSIDERING WHAT **HEAD SHRINKERS** COST NOWADAYS, WE CAN'T LET **THAT** HAPPEN, CAN WE?

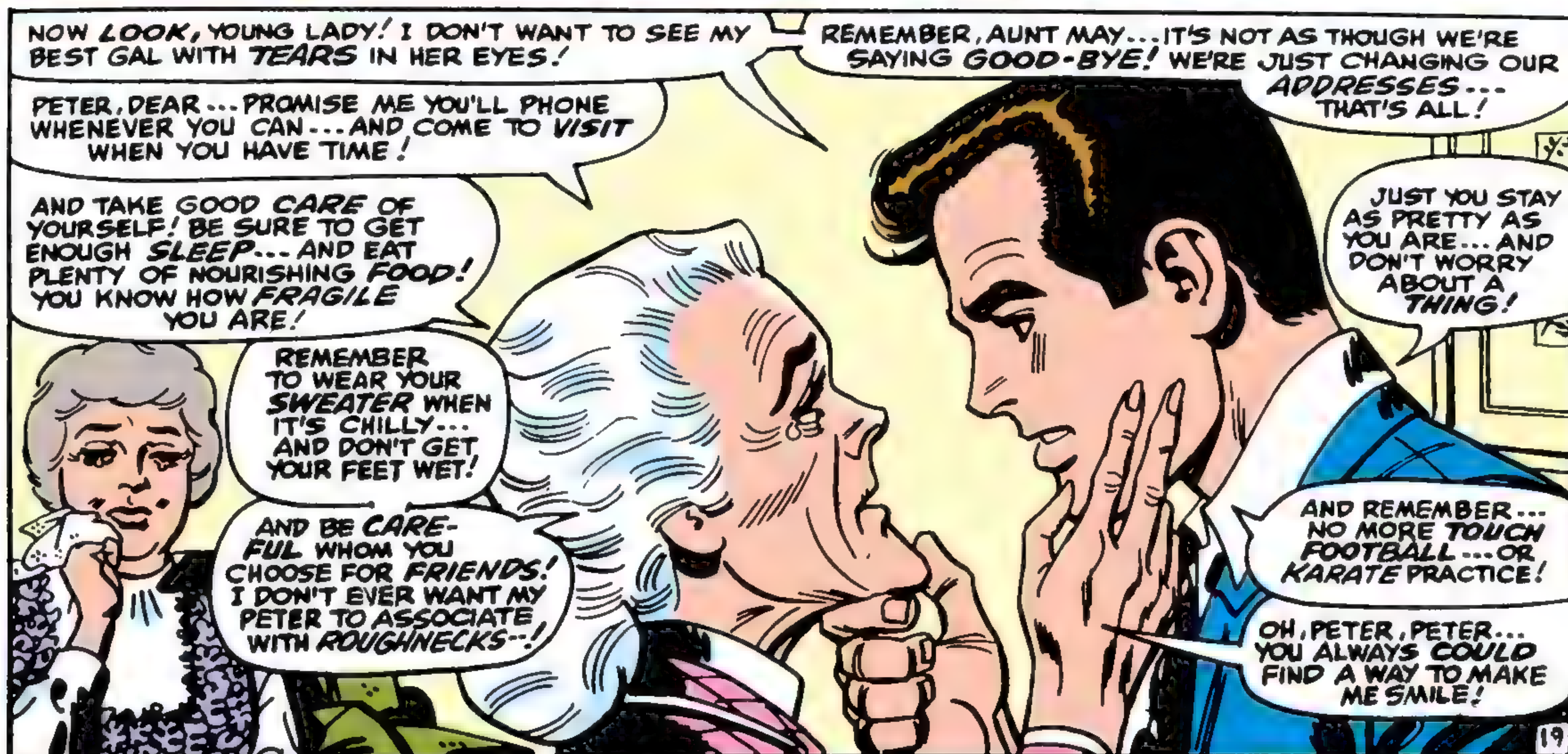
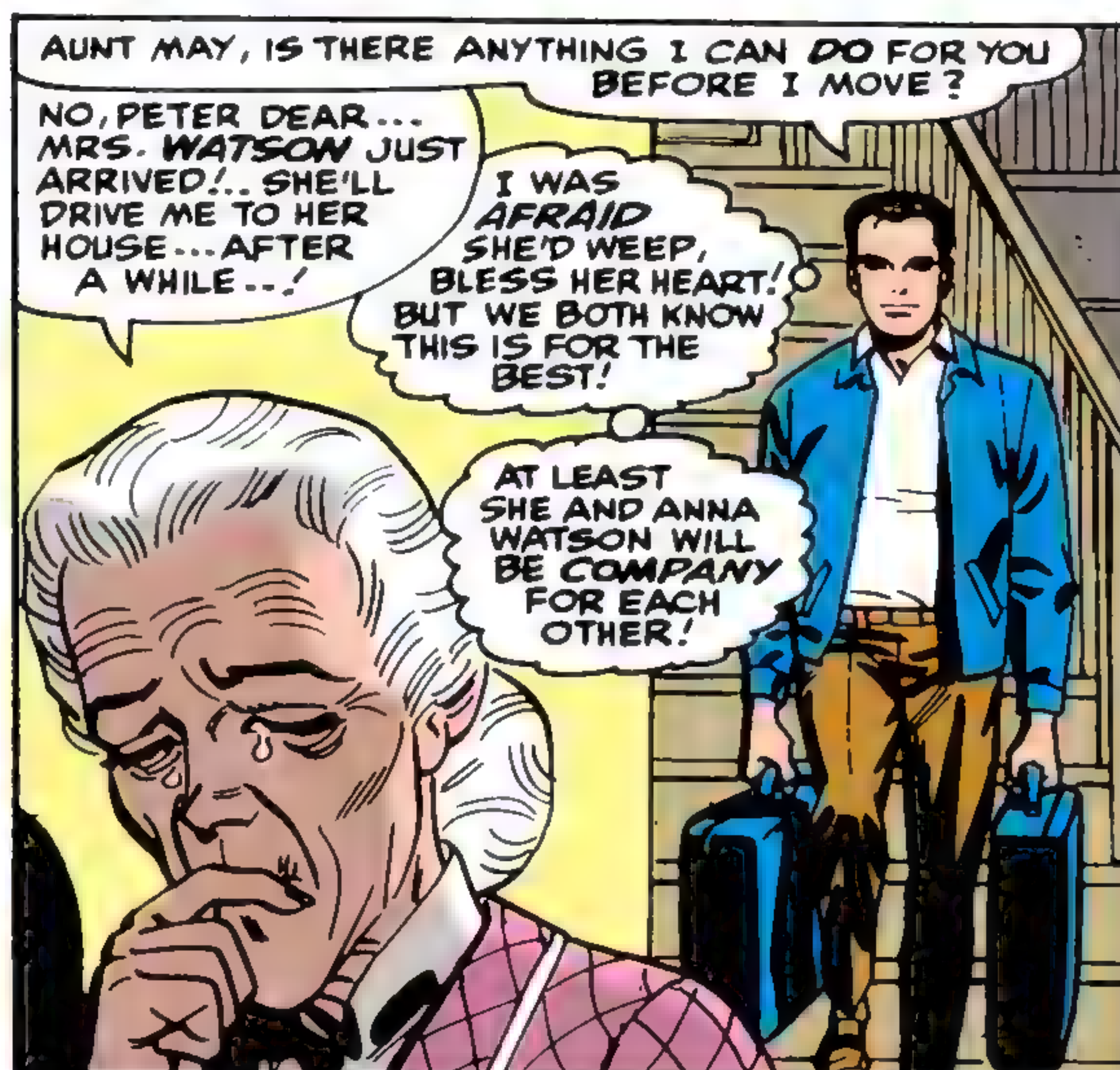
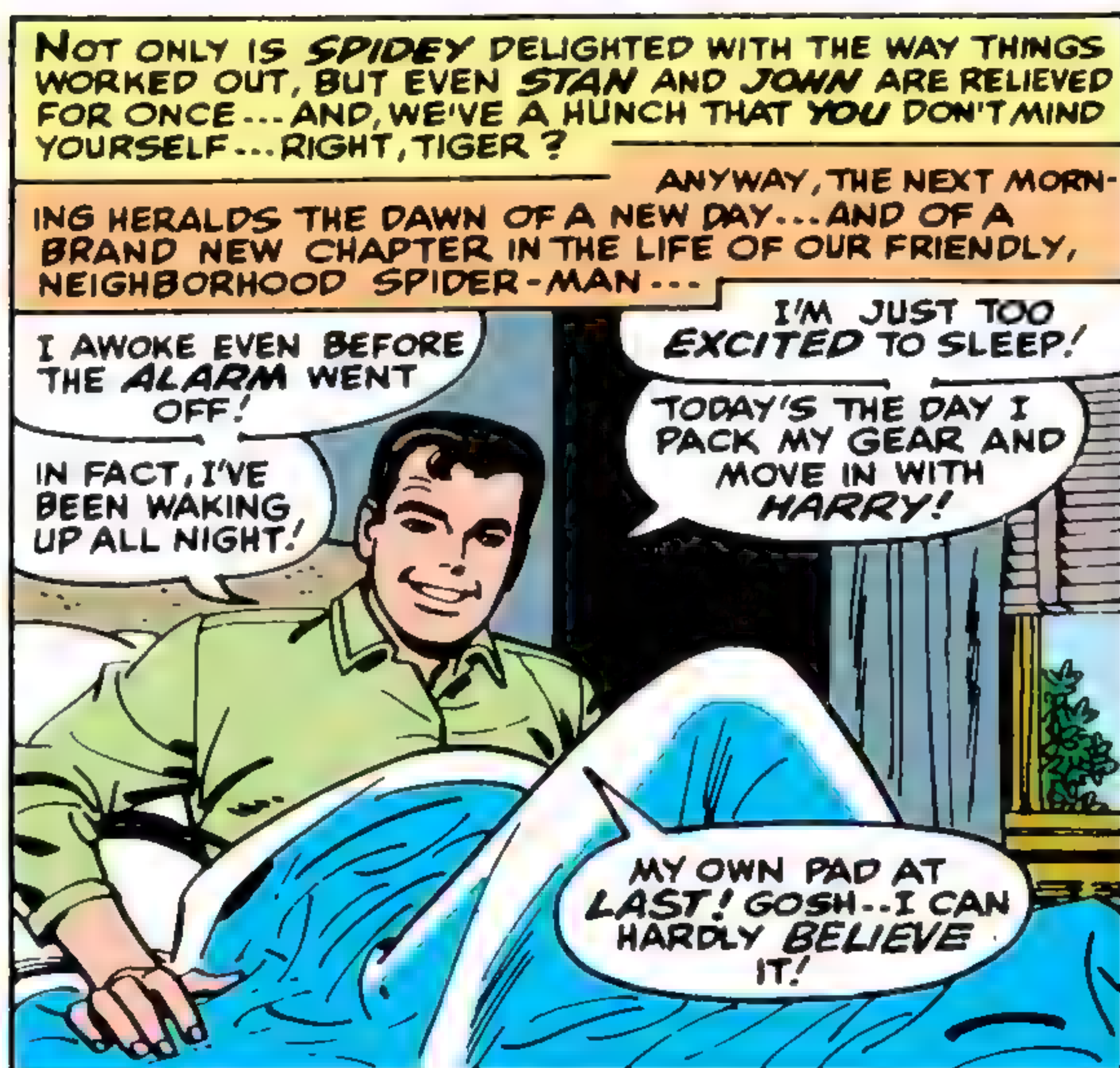
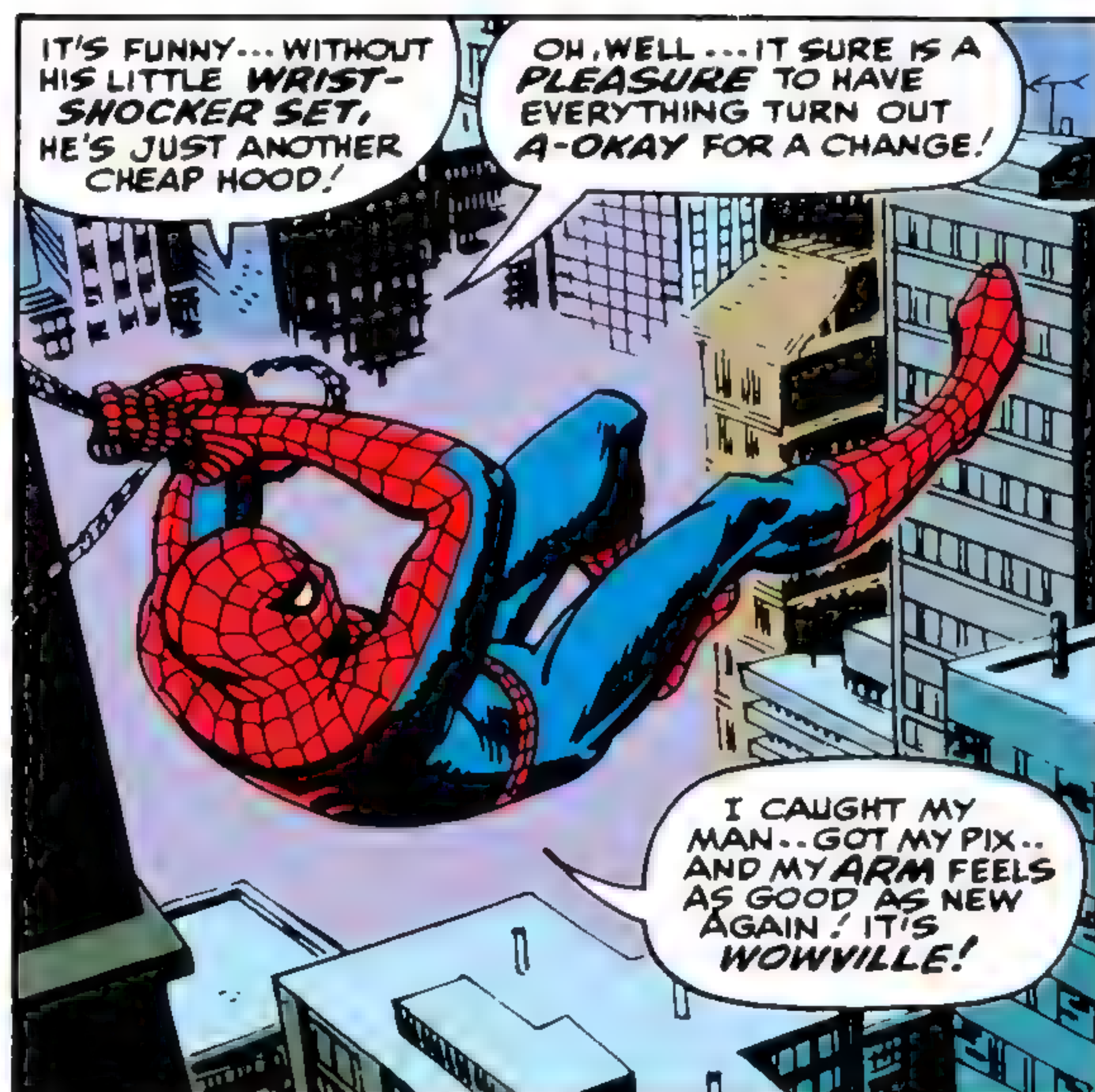




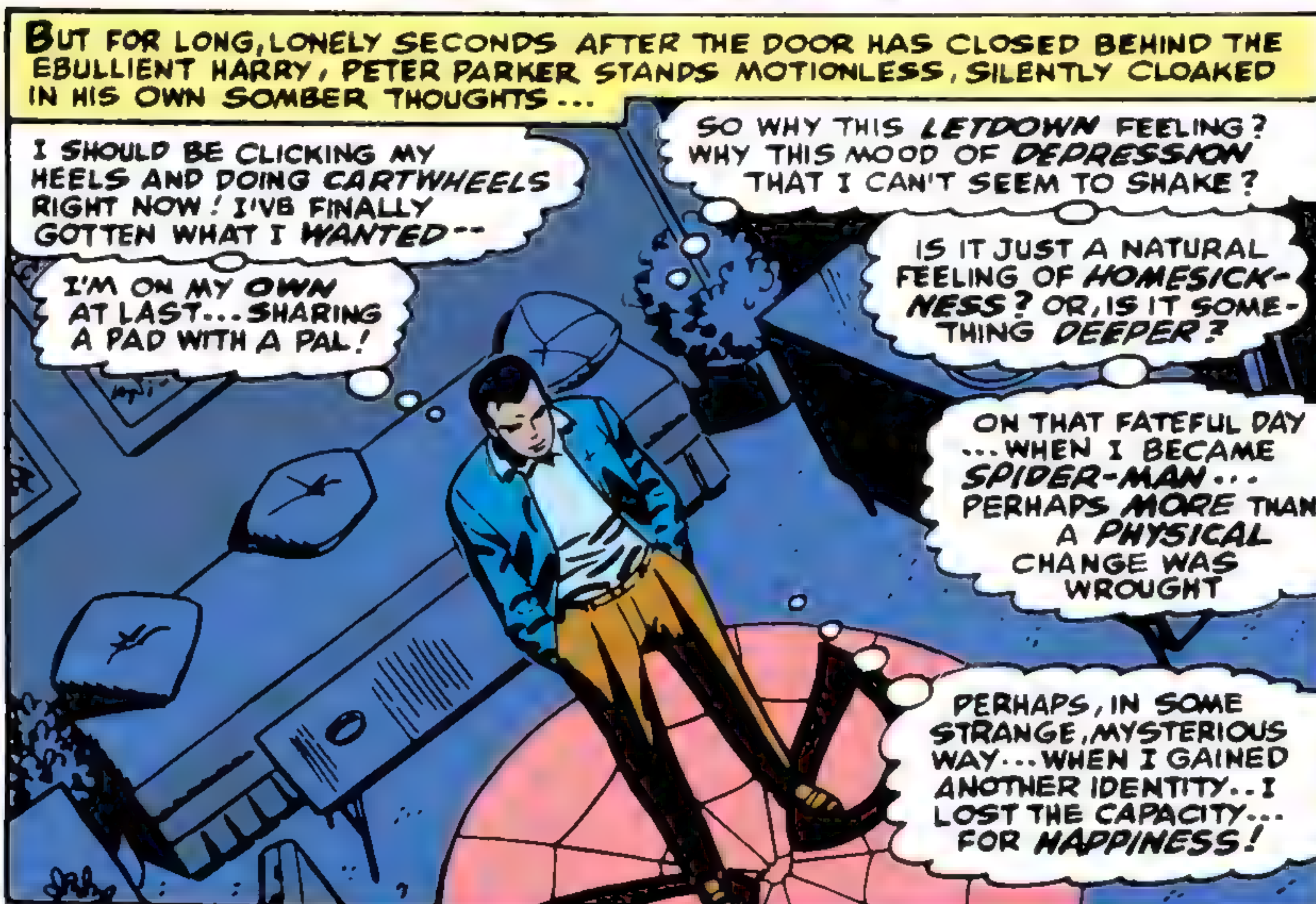
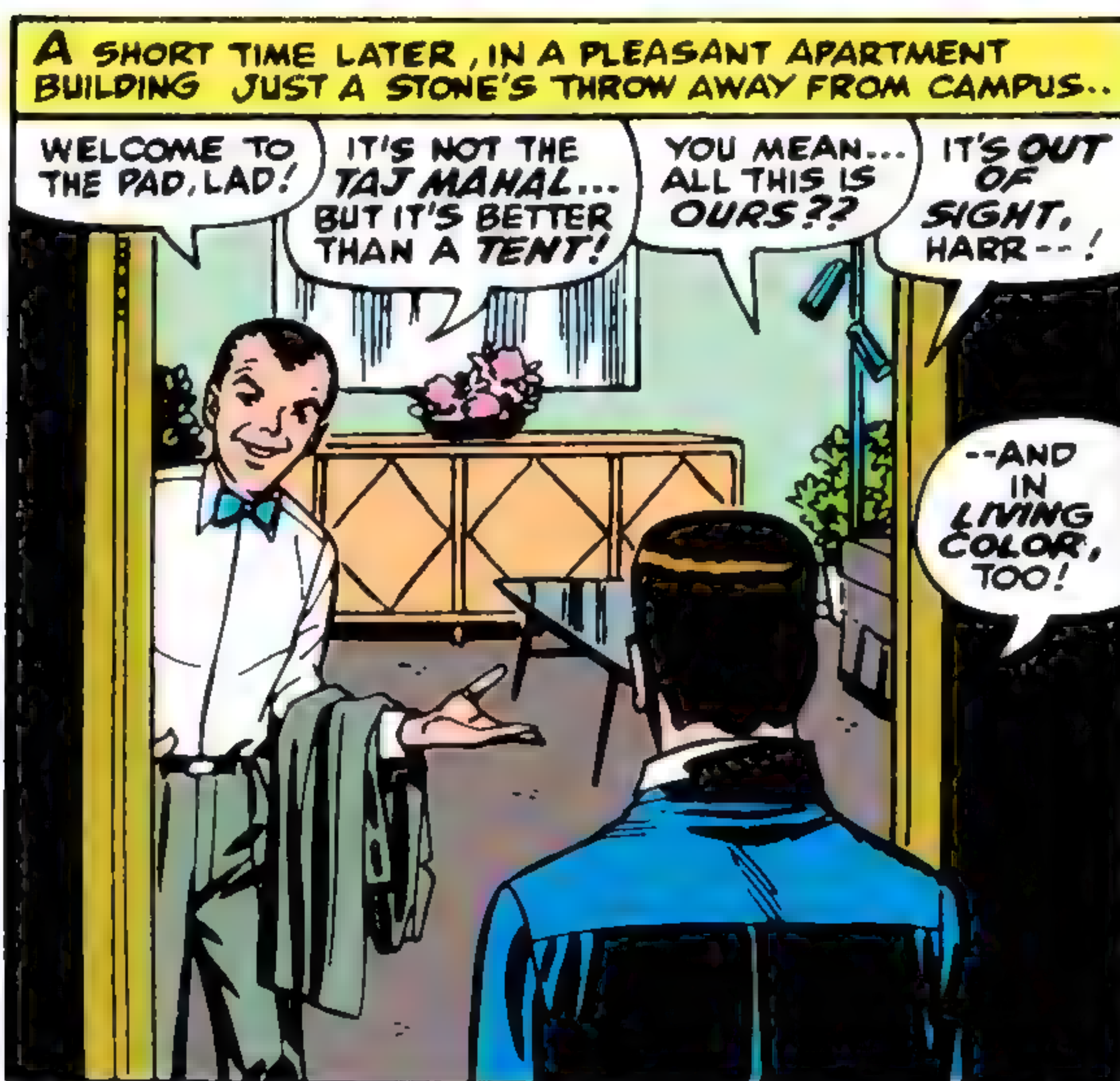
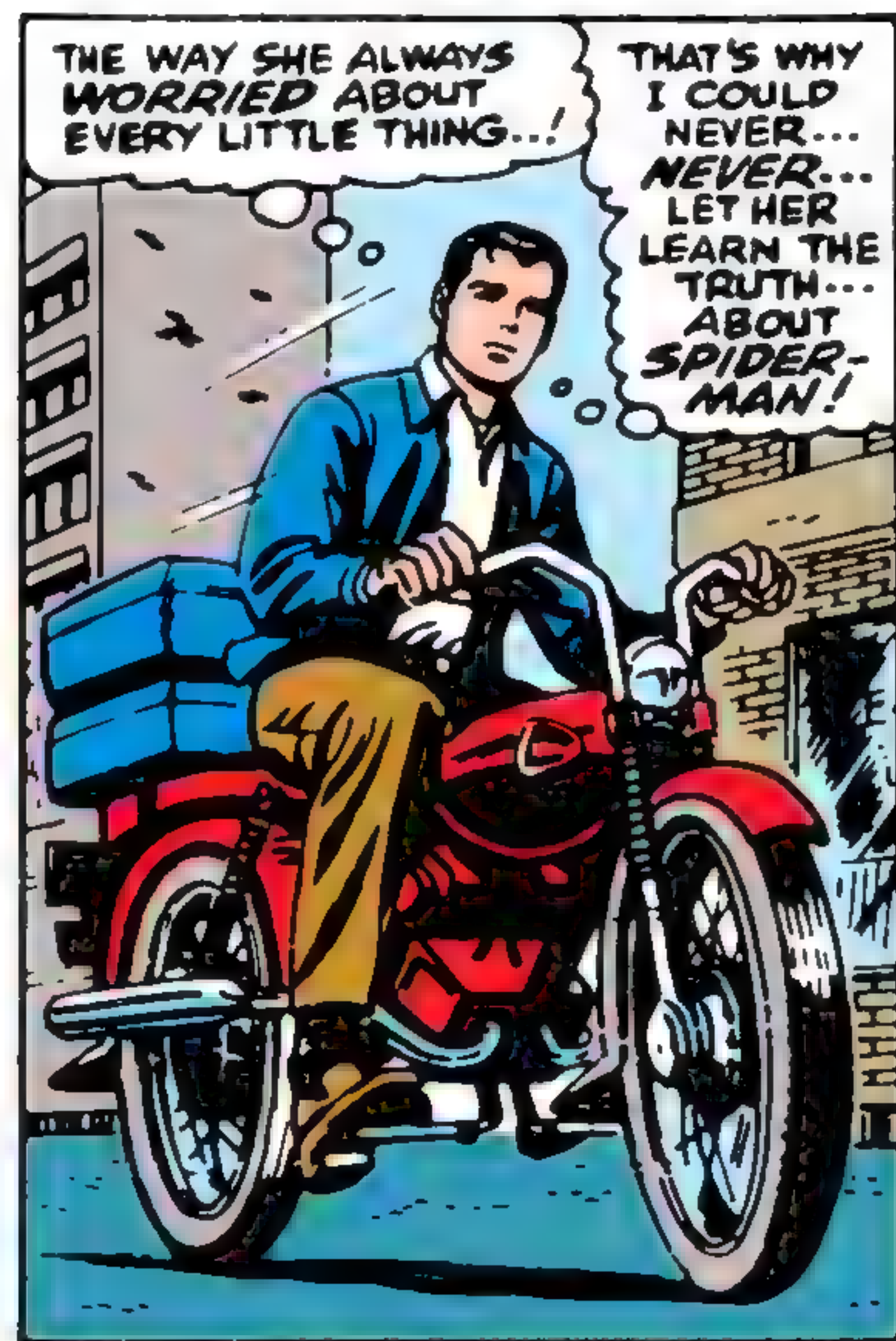
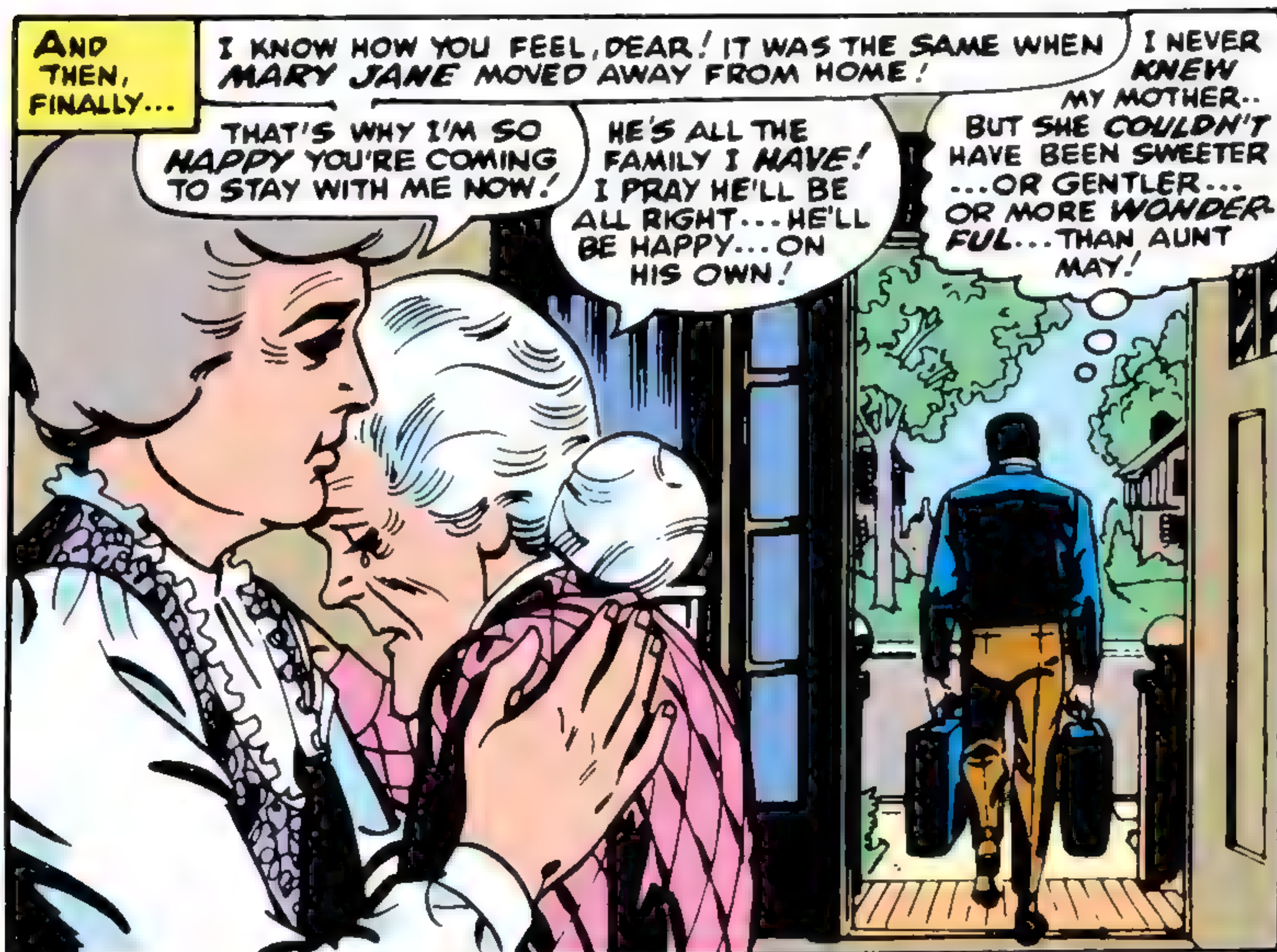












**next:**  
 MORE POWERFUL!  
 MORE DANGEROUS!  
 MORE DEADLY  
 THAN EVER!  
**THE  
 RETURN  
 OF  
 KRAVEN  
 THE  
 HUNTER!**





**MARVEL  
COMICS  
GROUP**  
**12¢** **47**  
**IND.** **APR**

# the AMAZING SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY



**WOULD'JA  
BELIEVE...  
KRAVEN  
THE  
HUNTER!**



# THE AMAZING SPIDER-MAN!

WORRY NOT, FRANTIC ONE! IF THIS TANTALIZING TABLEAU MAKES YOU FEEL AS THOUGH YOU'VE JUST WALKED IN AT THE MIDDLE OF A MOVIE, THAT'S THE WHOLE IDEA!

IT'S SUPPOSED TO AROUSE YOUR INTEREST, EXCITE YOUR CURIOSITY, AND TITILLATE YOUR THIRST FOR... THE UNEXPECTED!

HOWEVER, NOW THAT WE GOT YOU TO READ THIS FAR, WE'D BETTER ADMIT THAT IT'S A FLASHBACK SCENE, SHOWING AN INCIDENT THAT OCCURRED JUST A FEW MONTHS AGO, WHILE THE GREEN GOBLIN WAS STILL FLYIN' HIGH! SO LET'S JOIN THE PARTY AND SEE WHAT'S SHAKIN', SWEETIE...

HAN! SPIDER-MAN THINKS KRAVEN IS FIGHTING HIM JUST FOR THE SHEER LOVE OF BATTLE!

BUT, LITTLE DOES THE WEB-SLINGING FOOL REALIZE THAT THE GREEN GOBLIN HAS PROMISED TO PAY THE HUNTER TWENTY THOUSAND DOLLARS FOR THE DEATH OF SPIDER-MAN.

"IN THE HANDS OF THE HUNTER!"

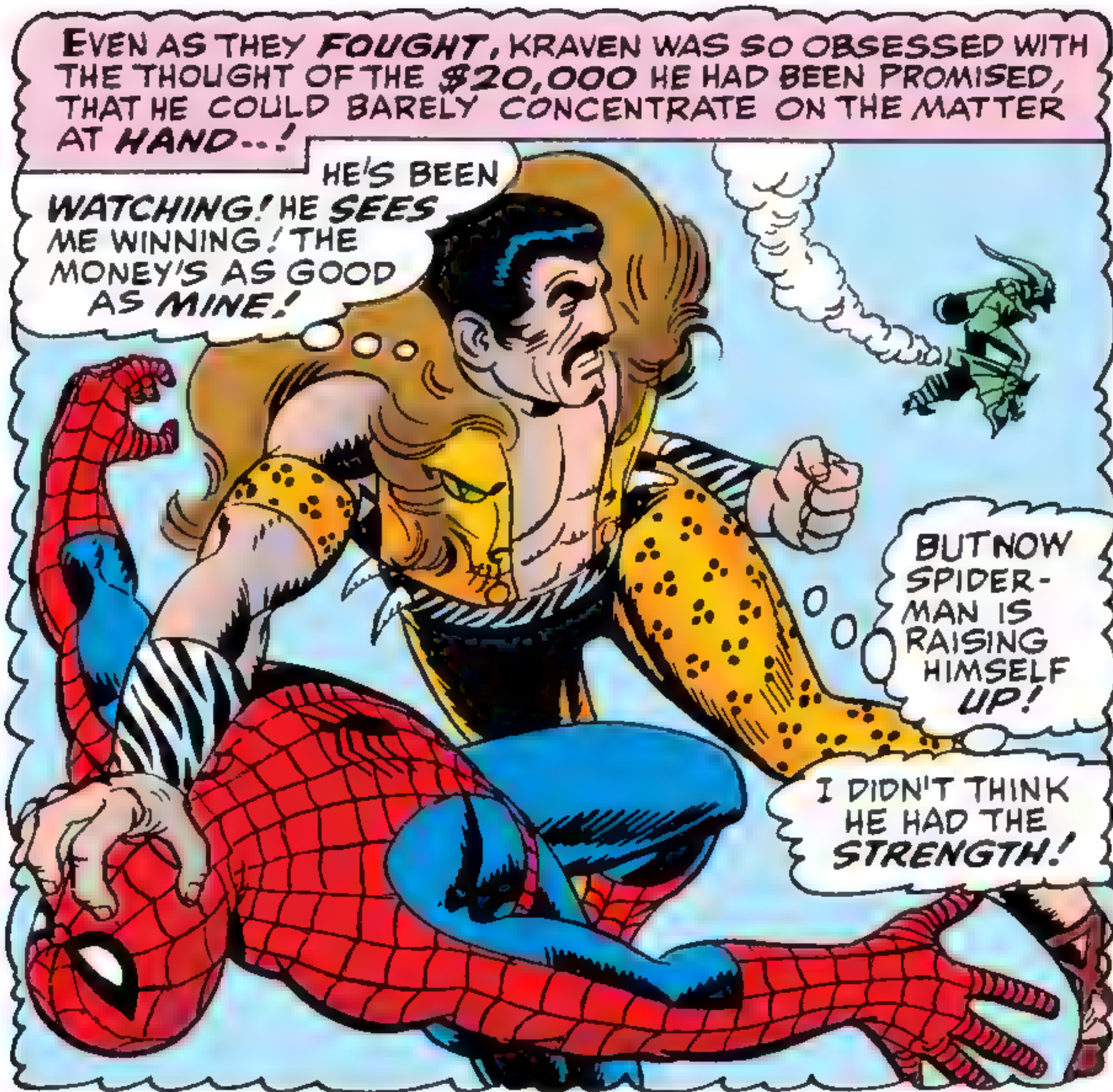
IF THAT'S THE BEST YOU CAN DO, MASKED MAN, THE VICTORY IS AS GOOD AS MINE!

A SWINGIN' SUPER-SPECIAL SPIDEY SAGA, BY:  
**STAN LEE** and **JOHN ROMITA**  
ABETTED and LETTERED BY: **SAM ROSEN**



EVEN AS THEY **FOUGHT**, KRAVEN WAS SO OBSESSED WITH THE THOUGHT OF THE \$20,000 HE HAD BEEN PROMISED, THAT HE COULD BARELY CONCENTRATE ON THE MATTER AT HAND...

HE'S BEEN WATCHING! HE SEES ME WINNING! THE MONEY'S AS GOOD AS MINE!



BUT NOW SPIDER-MAN IS RAISING HIMSELF UP!

I DIDN'T THINK HE HAD THE STRENGTH!

THEN, MOMENTS LATER...

I WAS TOO CARELESS! BY DIVERTING MY ATTENTION, HE MANAGED TO ESCAPE ME!

BUT I HAVE PROVEN THAT I AM HIS MASTER! THE NEXT ROUND WILL BE MINE!

AND WHEN THE GREEN GOBLIN'S MESSENGER MEETS ME TONIGHT, I'LL DEMAND THE FIRST HALF-PAYMENT OF MY MONEY!



AND SO... THE GOBLIN SAW ME BATTLE SPIDER-MAN... HE SAW HOW MUCH STRONGER I WAS... HOW MUCH MORE SKILLFUL! NOW I WANT MY FIRST PAYMENT!

THERE WILL BE ONLY ONE PAYMENT... THE FULL AMOUNT... BUT NOT UNTIL SPIDER-MAN HAS BEEN COMPLETELY DESTROYED!

THOSE ARE THE GREEN GOBLIN'S FINAL INSTRUCTIONS!

WHAT?!! DOES THE GOBLIN THINK HE CAN DICTATE TERMS TO KRAVEN?



LOOK... DON'T TAKE IT OUT ON ME, FELLA! I'M JUST HIS GO-BETWEEN!

IF YOU HAVE ANY GRIPEs, TELL 'EM TO MY BOSS!

I'LL DO MORE THAN TELL HIM! AFTER SPIDER-MAN FALLS, THE GREEN GOBLIN WILL BY MY NEXT VICTIM!

YOU'RE LIVING IN A FOOL'S PARADISE, CHUM! NOBODY CAN BEAT THE GOBLIN!

GET OUT! TELL HIM TO PAY ME... OR HE DIES!

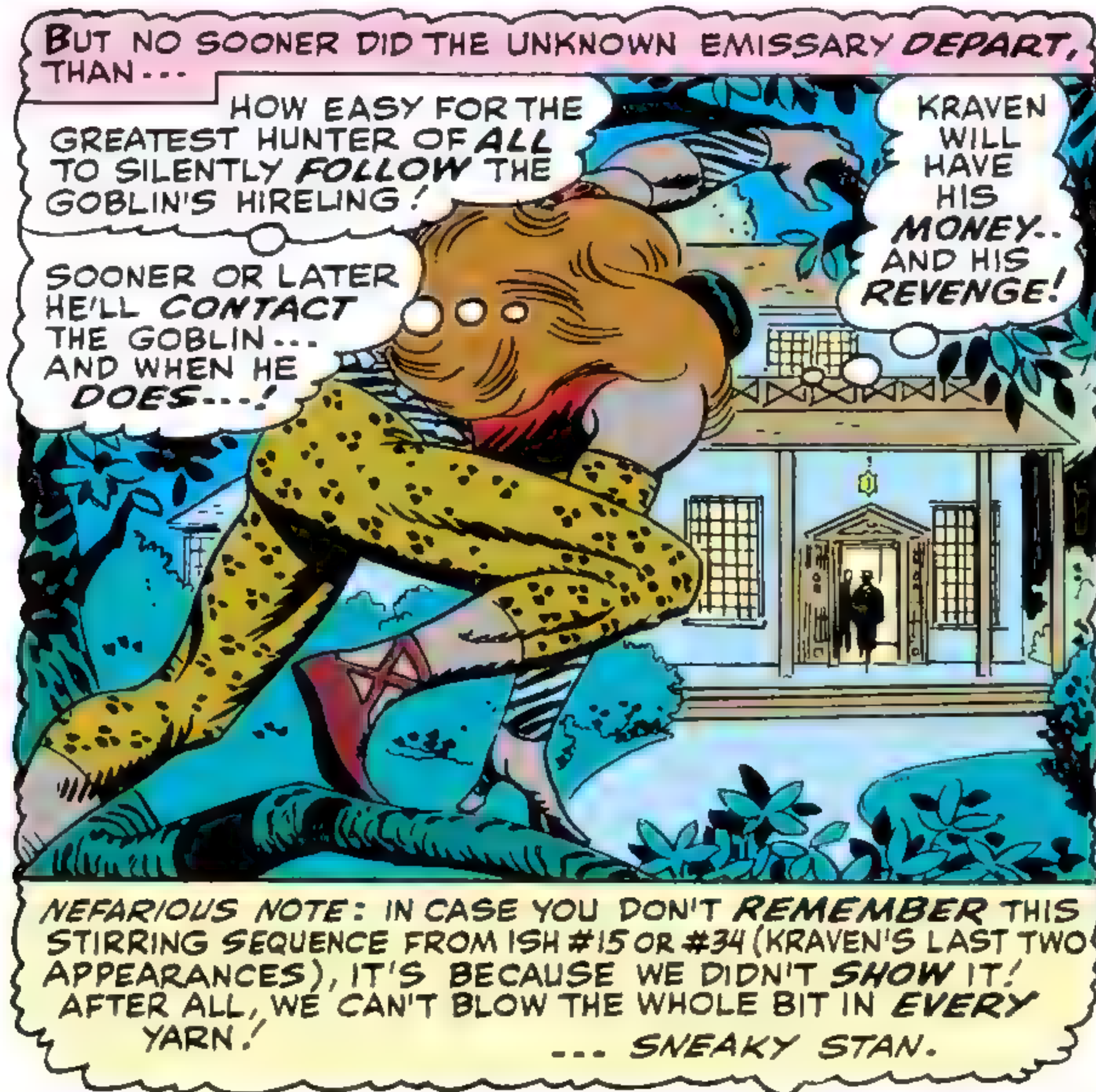


BUT NO SOONER DID THE UNKNOWN EMISSARY DEPART, THAN...

HOW EASY FOR THE GREATEST HUNTER OF ALL TO SILENTLY FOLLOW THE GOBLIN'S HIRELING!

SOONER OR LATER HE'LL CONTACT THE GOBLIN... AND WHEN HE DOES...!

KRAVEN WILL HAVE HIS MONEY... AND HIS REVENGE!



NEFARIOUS NOTE: IN CASE YOU DON'T REMEMBER THIS STIRRING SEQUENCE FROM ISH #15 OR #34 (KRAVEN'S LAST TWO APPEARANCES), IT'S BECAUSE WE DIDN'T SHOW IT! AFTER ALL, WE CAN'T BLOW THE WHOLE BIT IN EVERY YARN.

... SNEAKY STAN.

BUT, AS THE LONG UNEVENTFUL EVENING WORE ON...

NO SIGN OF THE GOBLIN! HE MUST NOT BE MEETING HIM TONIGHT!

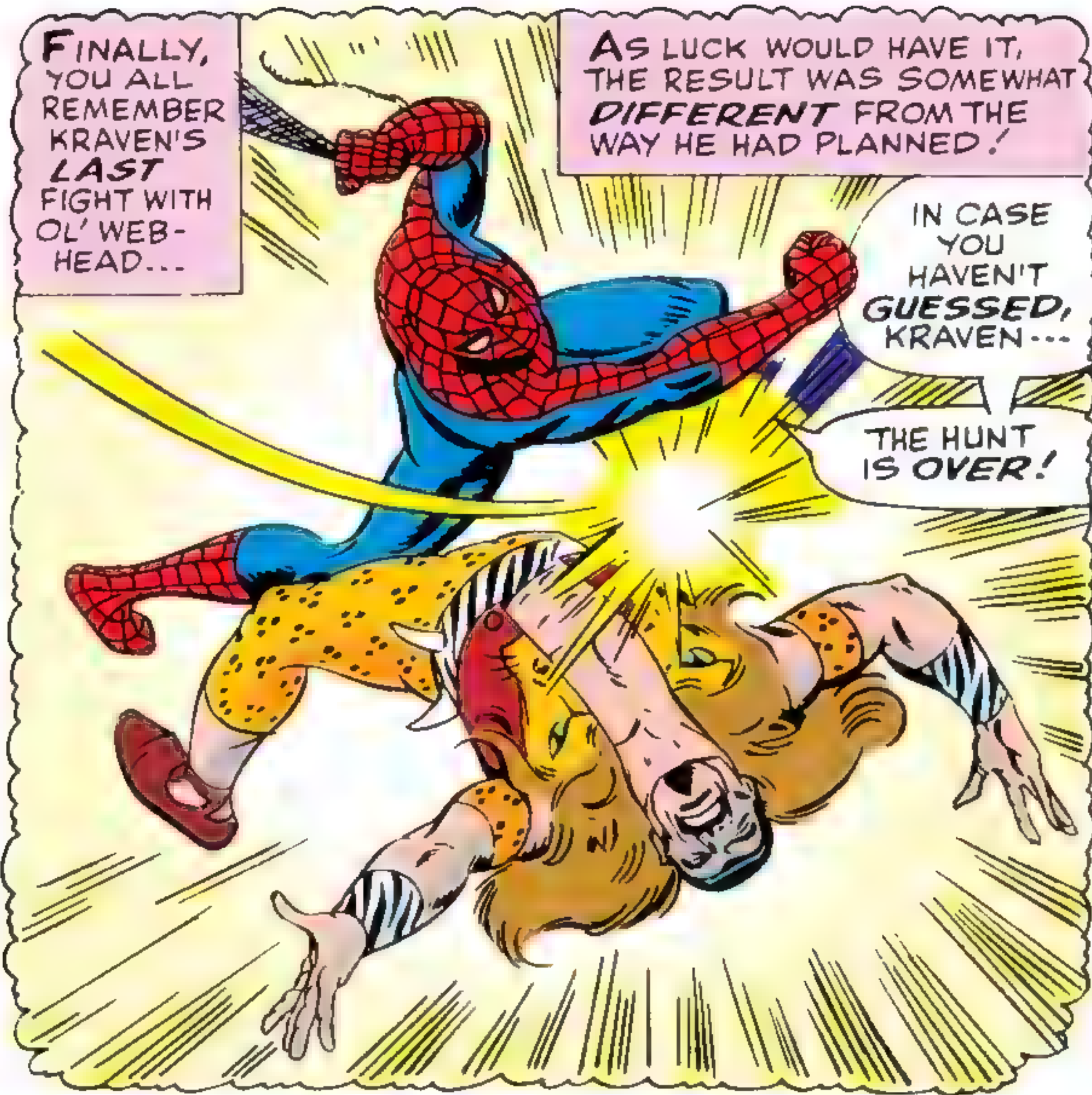
BUT AT LEAST I LEARNED THAT HIS MOUTHPIECE IS NORMAN OSBORN, THE RICH CHEMICAL MANUFACTURER!

THE GOBLIN MUST BE BIGGER THAN I THOUGHT TO HAVE A MILLIONAIRE LIKE HIM SERVING AS HIS FLUNKY!\*



\* TOO BAD KRAVEN NEVER READ ISH #40 LIKE WE DID, OR HE'D KNOW THAT OSBORN HIMSELF WAS THE GOBLIN... RIGHT, TIGER? --YOU KNOW WHO!



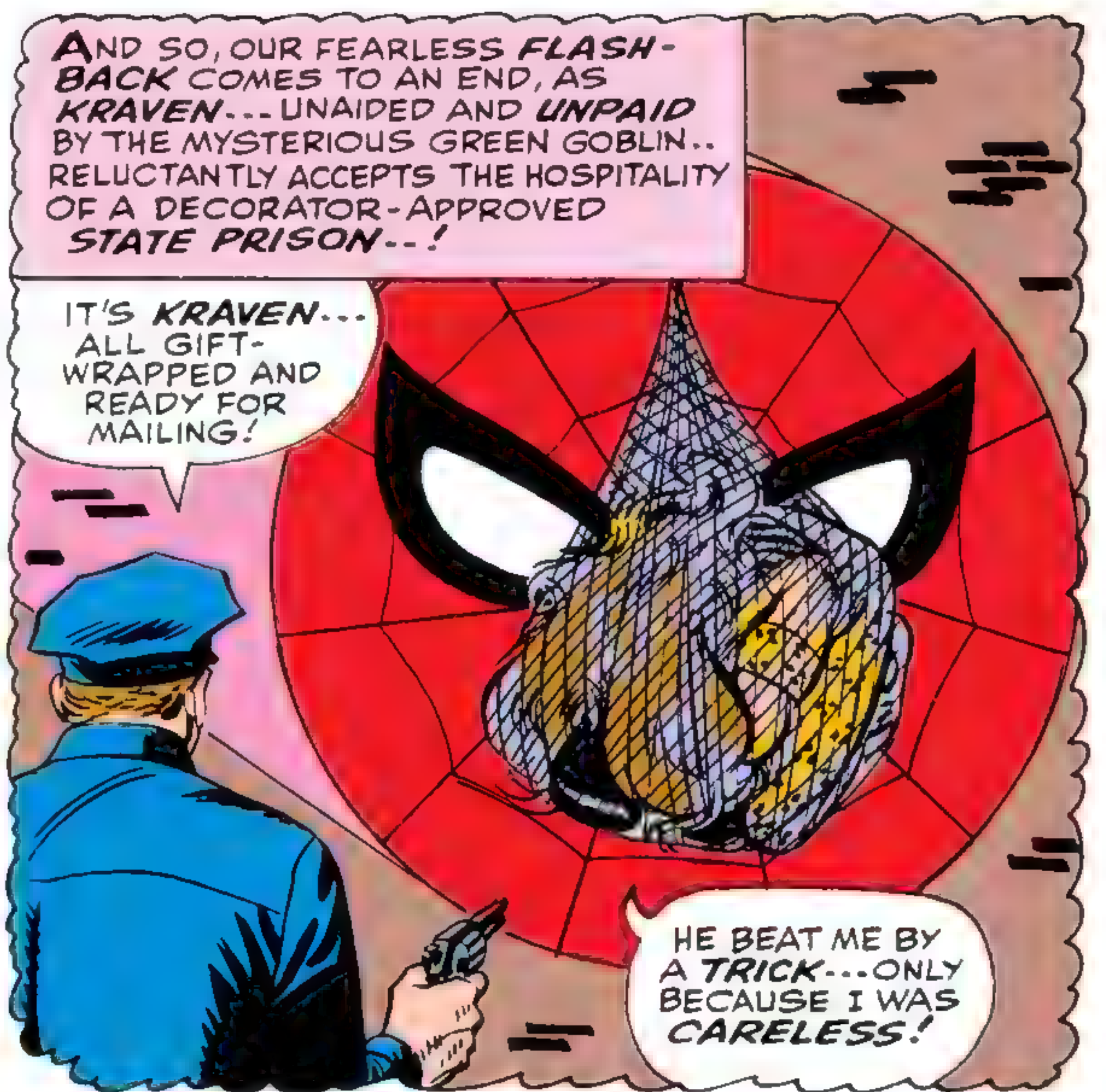


FINALLY, YOU ALL REMEMBER KRAVEN'S LAST FIGHT WITH OL' WEB-HEAD...

AS LUCK WOULD HAVE IT, THE RESULT WAS SOMEWHAT DIFFERENT FROM THE WAY HE HAD PLANNED!

IN CASE YOU HAVEN'T GUESSED, KRAVEN...

THE HUNT IS OVER!



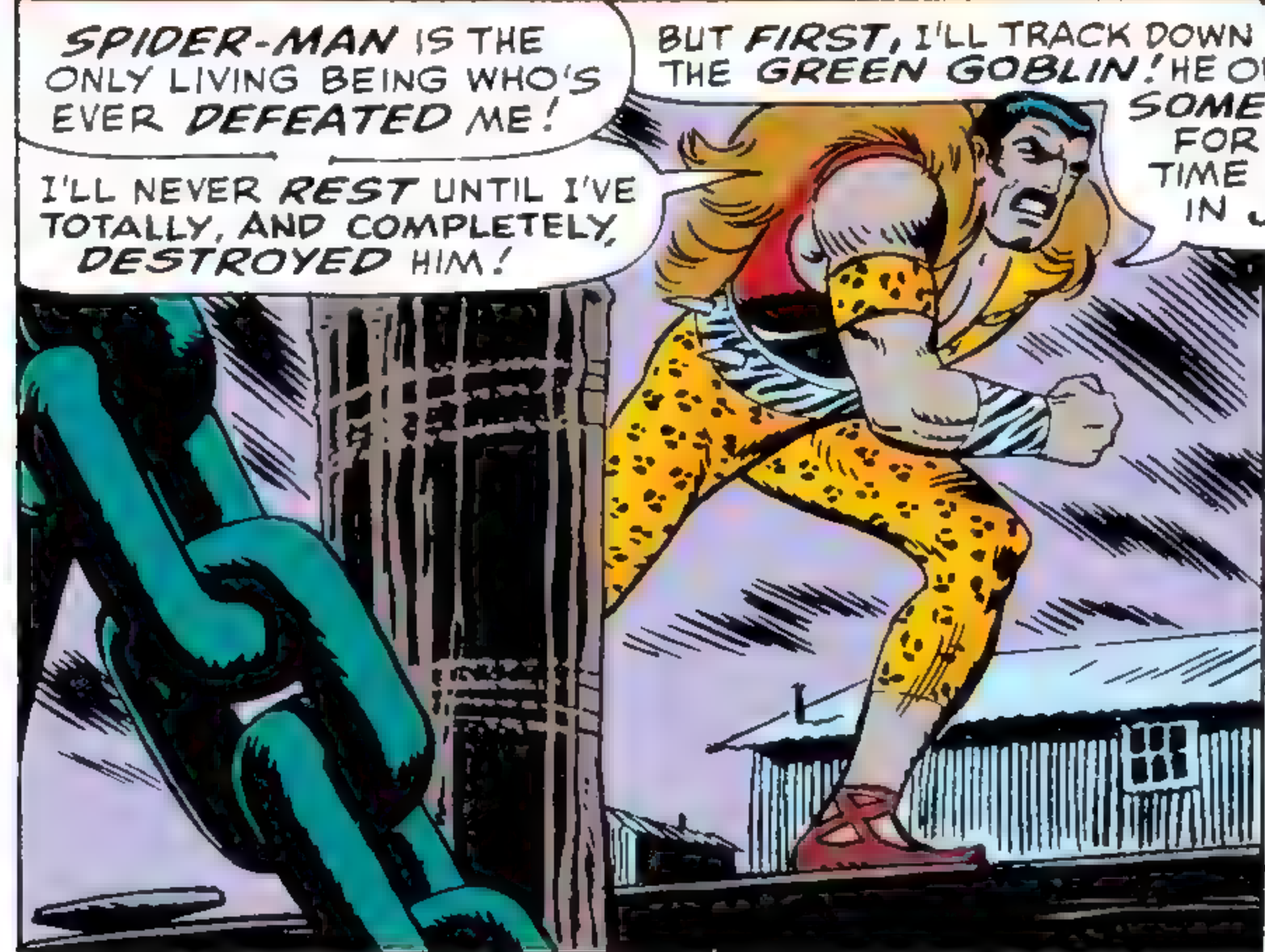
AND SO, OUR FEARLESS FLASH-BACK COMES TO AN END, AS KRAVEN... UNAIDED AND UNPAID BY THE MYSTERIOUS GREEN GOBLIN... RELUCTANTLY ACCEPTS THE HOSPITALITY OF A DECORATOR-APPROVED STATE PRISON...!

IT'S KRAVEN... ALL GIFT-WRAPPED AND READY FOR MAILING!

HE BEAT ME BY A TRICK... ONLY BECAUSE I WAS CARELESS!

HAVING HAD MANY LONG, LONELY MONTHS OF CONFINEMENT IN WHICH TO REGRET HIS CARELESSNESS, WE NOW PICK UP THE THREADS OF OUR TANGLED TALE HERE IN THE PRESENT, AFTER OUR BESTIAL BADDIE HAS PAID WHAT IS LOOSELY REFERRED TO AS HIS DEBT TO SOCIETY...

THEN, EFFORTLESSLY BREAKING INTO THE MORGUE ROOM OF THE DAILY BUGLE, KRAVEN TEARS THROUGH THE BACK ISSUES, UNTIL HE FINDS...



SPIDER-MAN IS THE ONLY LIVING BEING WHO'S EVER DEFEATED ME!

I'LL NEVER REST UNTIL I'VE TOTALLY, AND COMPLETELY, DESTROYED HIM!

BUT FIRST, I'LL TRACK DOWN THE GREEN GOBLIN! HE OWES ME SOMETHING FOR THE TIME I SPENT IN JAIL!



I'M TOO LATE! HE'S DEAD... AND SPIDER-MAN HAD A HAND IN IT!



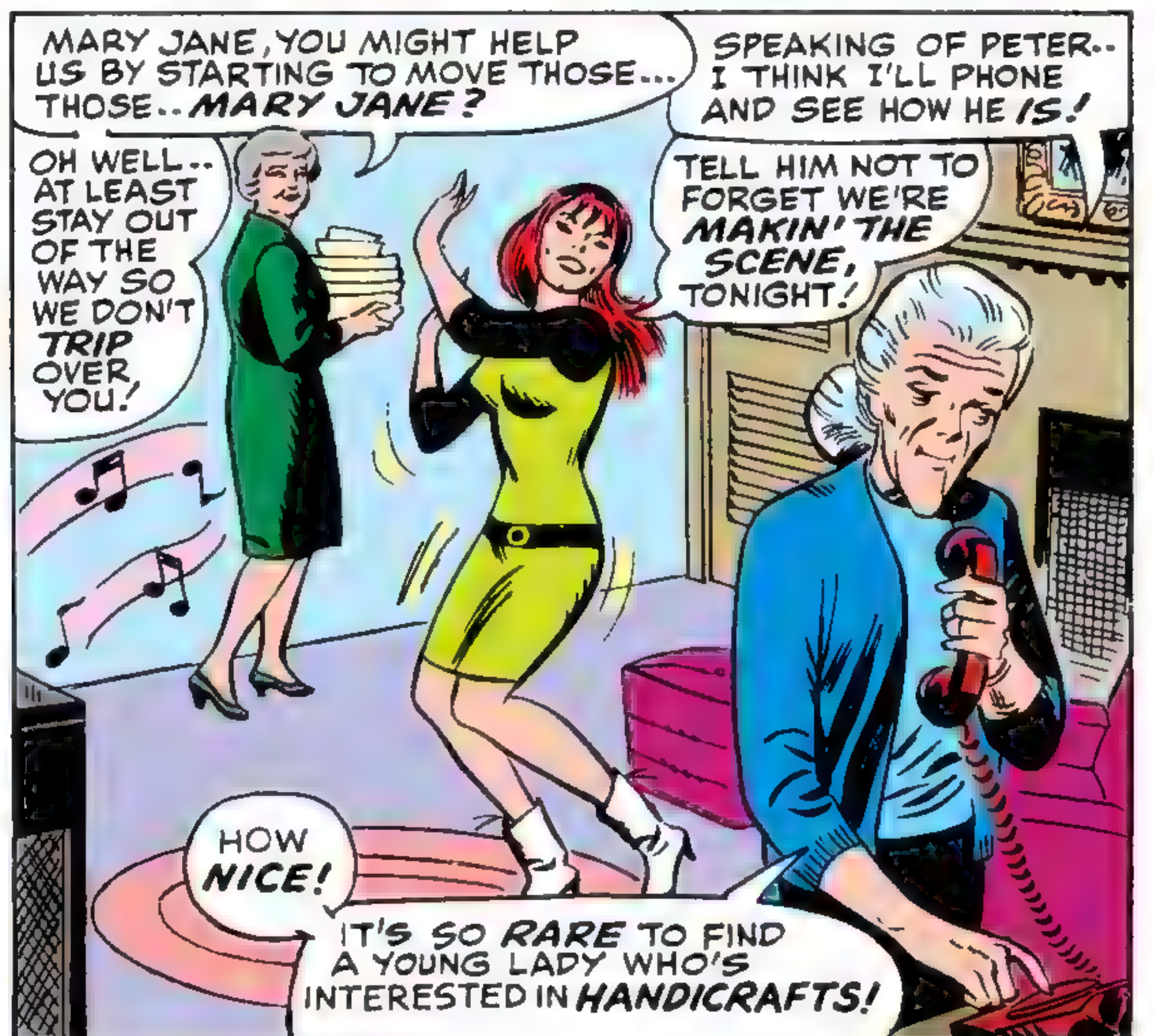
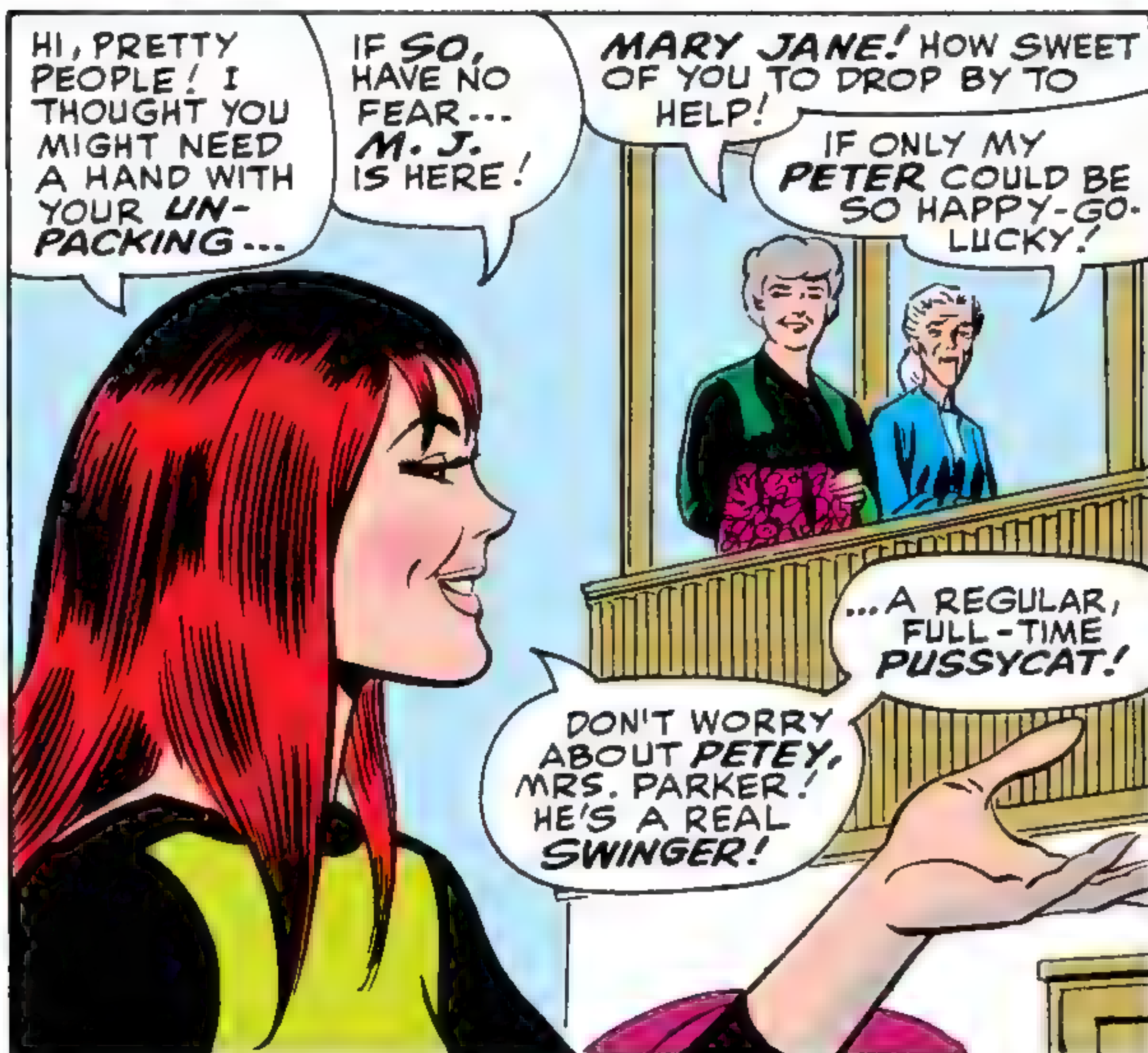
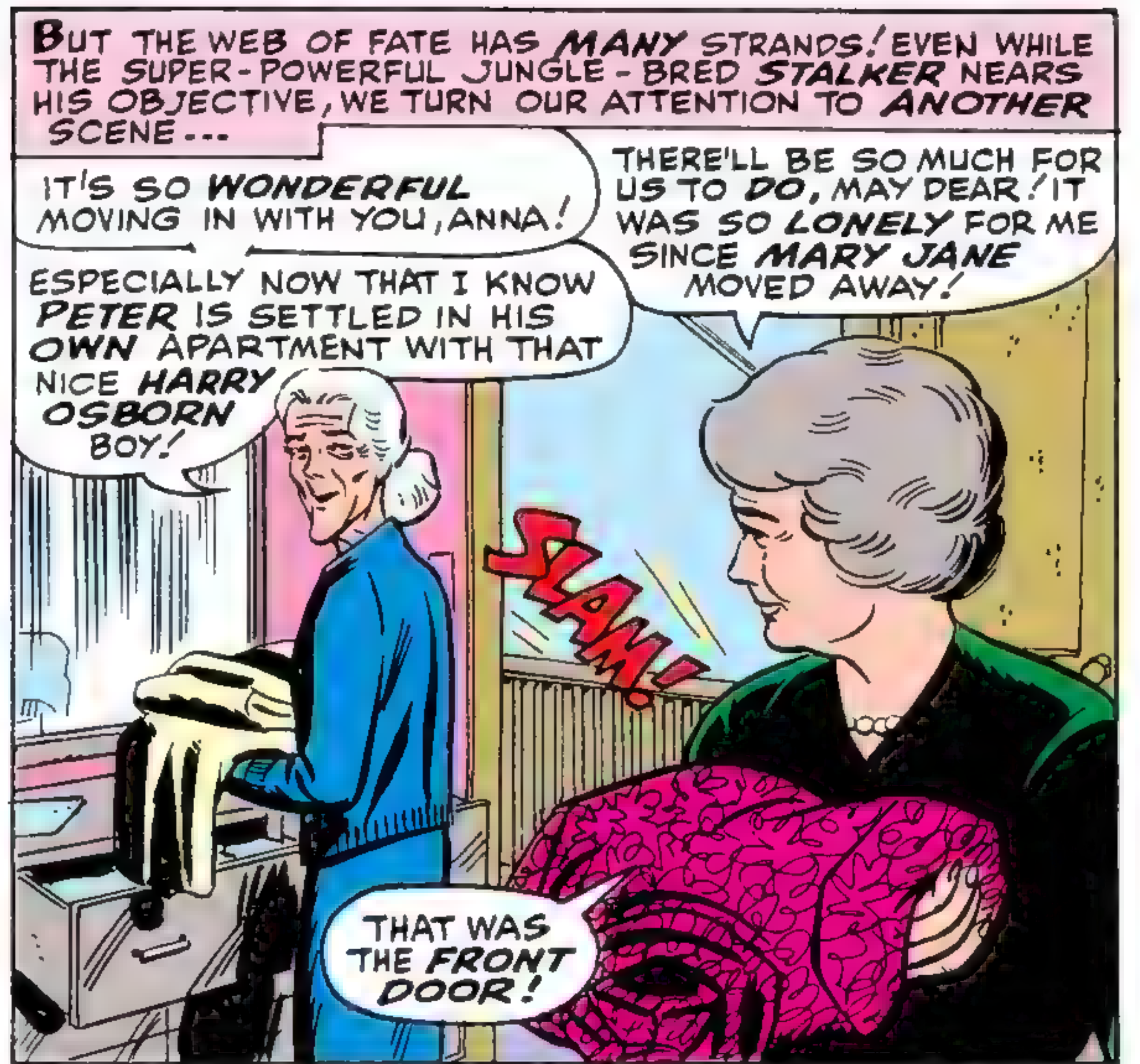
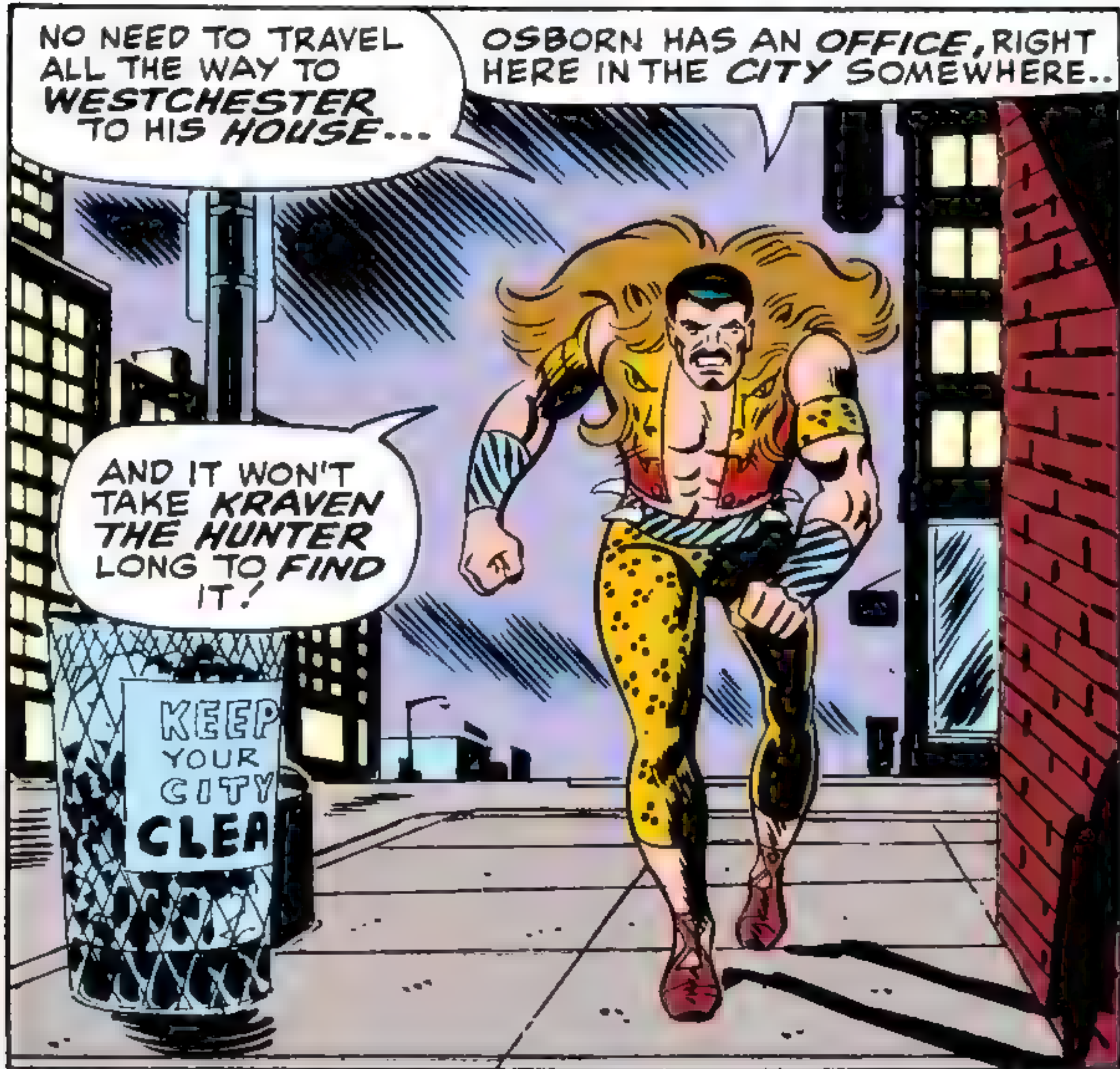
ONCE AGAIN THAT MASKED, WEB-SLINGING WEASEL HAS SPOILED MY PLANS!

AND THIS TIME HE'LL PAY FOR IT... AND HE'LL PAY IN FULL!

BUT FIRST, I NEED MONEY... AND I KNOW JUST WHERE TO GET IT...!

NORMAN OSBORN... THE GOBLIN'S FLUNKY! HE'LL PAY MY PRICE... OR DIE!







THERE HE IS, DAD! HE'S NOT MUCH TO LOOK AT, BUT AT LEAST HE DOESN'T SNORE!

GOOD TO MEET YOU, MY BOY! I'VE HEARD SOME FINE THINGS ABOUT YOU!

YOU'RE ATTENDING E.S.U. ON A SCIENCE SCHOLARSHIP, AREN'T YOU?

YES, I AM, SIR!

IT'S A GOOD THING... FOR ALL OF US... THAT HE DOESN'T REMEMBER THAT WE DID MEET BEFORE...

...WHEN HE BATTLED SPIDER-MAN... IN THE GUISE OF THE GREEN GOBLIN!

WHO EVER THOUGHT WE'D ONE DAY BE SHAKING HANDS... AFTER HE RETURNED TO NORMAL... WITH NO MEMORY OF WHAT HAD HAPPENED?!!

I'VE BEEN WANTING TO THANK YOU FOR THE OFFER HARRY SAID YOU'D MADE ME... TO WORK FOR YOUR COMPANY SOMETIME.

IT STILL GOES, PARKER! I CAN ALWAYS USE A BRIGHT SCIENCE MAJOR IN MY BUSINESS!

JUST GIVE HARRY THE WORD WHEN YOU'RE READY!

I'VE GOT TO RUN NOW, SON! I'VE A BUSINESS APPOINTMENT ON THE COAST, AND MY PLANE LEAVES WITHIN THE HOUR!

THAT'S WHY I DROPPED BY SO EARLY! I WANTED TO SAY SO LONG!

HAVE A GOOD TRIP, DAD!

THEY SURE HIT IT OFF WELL... NOW THAT THE GREEN GOBLIN IS A THING OF THE PAST!

BUT SOMETIMES THE PAST HAS A WAY OF REAPPEARING... WHEN YOU LEAST EXPECT IT...

I WANT TO SEE NORMAN OSBORN!

I'M SORRY, SIR! I'M AFRAID THAT'S IMPOSSIBLE!

HE'LL BE OUT OF TOWN FOR THE REST OF THE WEEK!

OUT OF TOWN?!!

YES, SIR! MAY I ASK WHO'S CALLING?

SIR! IS ANYTHING WRONG?

WHY... ARE YOU... LOOKING AT ME... LIKE THAT??

OUT OF TOWN, EH? HE MUST HAVE HEARD I HAD RETURNED!

WELL, YOU CAN TELL HIM IT WON'T WORK... HE CAN'T HIDE FROM ME FOREVER!!

**SLAM!**

RUNNING INTO THE NEXT ROOM WON'T DO YOU ANY GOOD! TELL HIM THAT KRAVEN WILL BE BACK... DO YOU HEAR??

KRAVEN WILL BE BACK!

MINUTES LATER... BACK AT THE HUNTER'S HIDDEN LAIR...

NO MATTER HOW MANY OBSTACLES ARE THROWN IN MY WAY, THIS TIME KRAVEN WILL NOT FAIL!

SPIDER-MAN'S MASK WILL YET ADORN MY TROPHY ROOM!

KRAVEN NEVER MAKES THE SAME MISTAKES TWICE!

I WAS DEFEATED LAST TIME BECAUSE OF SPIDER-MAN'S GREATER SPEED!

BUT, I'VE HAD MONTHS TO DEVELOP THIS NEW WEAPON... A DOUBLE-BARRELED RAY WHICH CAN MAGNETIZE HIS MUSCULAR ELECTROLYTES!

A COBRA-QUICK ATTACK LIKE THIS, AND HIS ACCURSED SPIDER SPEED WILL BE GONE!

**ZZZAK!**

THEN, WITHOUT HIS SPEED, HE'LL BE HELPLESS BEFORE MY FAR GREATER STRENGTH... AND MY MATCHLESS ANIMAL POWERS!

BUT WE KNOW YOU'D NEVER FORGIVE US IF WE DIDN'T LET YOU SEE WHAT'S COOKING AT OL' EMPIRE STATE U. RIGHT NOW... SO LET'S LEAVE KRAVEN FOR A MOMENT WHILE WE FEAST OUR EYES ON GWEN STACY AND COMPANY...

DON'T WORRY, GWEN... IF YOU'RE TOSSING THE PARTY, WE'LL BE THERE!

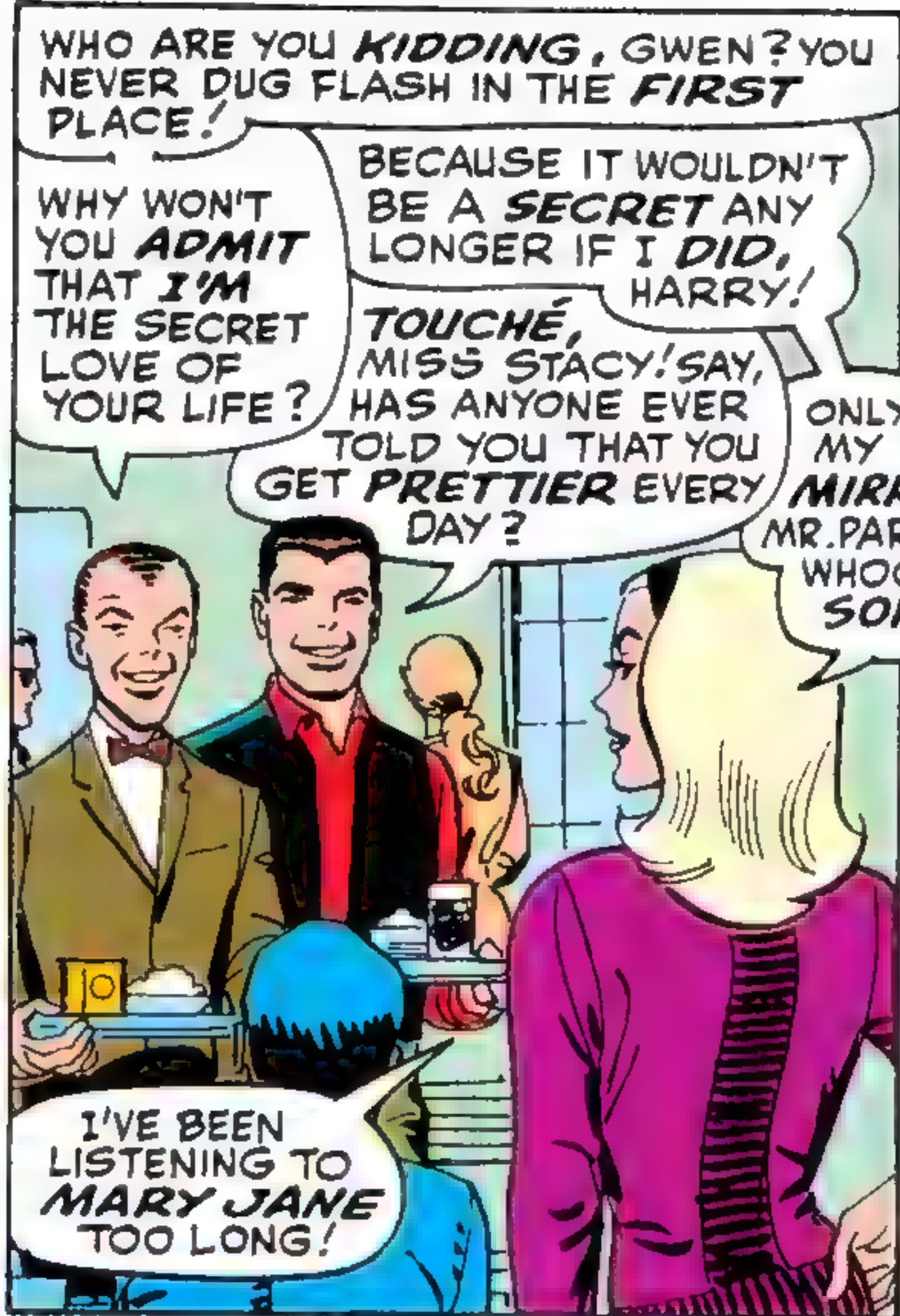
THAT'S FINE, BOYS! AFTER ALL, WE'RE DOING IT FOR FLASH! WE WANT HIM TO GET A GREAT SENDOFF INTO THE ARMY!

WHO'S GONNA TAKE HIS PLACE WITH YOU, DOLL?

LOOKS LIKE I'M UP FOR GRABS, LADS!

THAT'LL BE THE DAY!





WHO ARE YOU **KIDDING**, GWEN? YOU NEVER DUG FLASH IN THE **FIRST** PLACE!

WHY WON'T YOU **ADMIT** THAT I'M THE SECRET LOVE OF YOUR LIFE?

BECAUSE IT WOULDN'T BE A **SECRET** ANY LONGER IF I **DID**, HARRY!

**TOUCHE**, MISS STACY! SAY, HAS ANYONE EVER TOLD YOU THAT YOU GET **PRETTIER** EVERY DAY?

ONLY MY **MIRROR**, MR. PARKER! WHOOPS... **SORRY!**

I'VE BEEN LISTENING TO **MARY JANE** TOO LONG!



OH, SPEAKING OF MARY JANE... IF YOU'D LIKE TO BRING HER TO THE **PARTY**, YOU MAY!

THINGS SHOULD REALLY BE **SWINGING** BY ABOUT EIGHT... ESPECIALLY WITH **HER** THERE!



THANKS, GWEN! I'M SURE M.J. WOULD GET A BIG **KICK** OUT OF IT!

GWEN DIDN'T EVEN GIVE ME A **CHANCE** TO ASK IF **SHE'D**... AWW, WHAT'S THE USE? TO **HER**, I'M JUST ANOTHER GUY NAMED PETE!

WILL **YOU** BE BRINGING A DATE, HARRY?

WITH **YOU** THERE, DOLL...?



...THAT WOULD BE LIKE BRINGING A **CHEVY** TO **GENERAL MOTORS**!

WELL, GENTLEMEN, IT'S BEEN A REAL **BALL**, BUT THE TIME HAS COME TO FILL MY LITTLE BLONDE HEAD WITH **LEARNING**!

YOU'RE **RIGHT**! WE'D BETTER **MOVE**! I'M DUE AT THE **LAB**!



SAY, GWEN... HOW ABOUT A **SODA** AFTER CLASS WHILE WE COMPARE SOME NOTES ON ENGLISH LIT? I'M AFRAID I'VE GOTTEN A LITTLE **RUSTY**!

OH, **BRO-THER**! HE WALKS AWAY WITH TOP HONORS IN EVERY CLASS... AND **HE'S RUSTY**!

SO WHAT DOES THAT MAKE A GUY LIKE **ME**?

COME TO **THINK** OF IT... DON'T **ANSWER** THAT!

WHAT DO YOU **SAY**, GWEN?

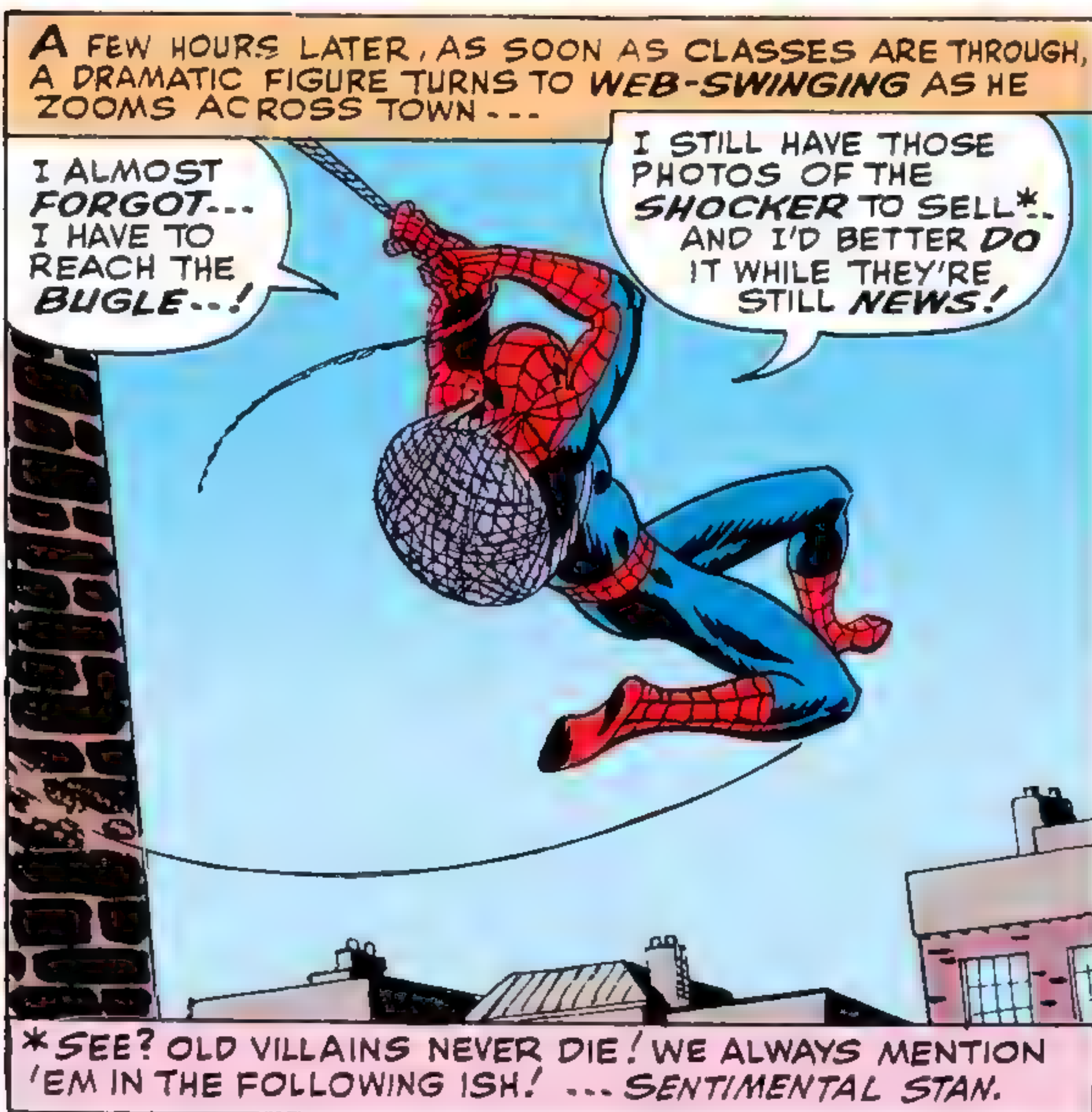


**SORRY**, PETE! I'LL BE BUSY GETTING THINGS READY FOR FLASH'S **PARTY**!

**FACE IT**, PARKER! YOU **DESERVED** THAT! WHEN GWEN **WANTED** TO BE FRIENDLY, I WAS NEVER AROUND!

I'M SURE **MARY JANE** CAN HELP YOU BRUSH UP ON YOUR NOTES!

YEAH, SURE, GWEN! NO SWEAT! SEE YOU LATER!

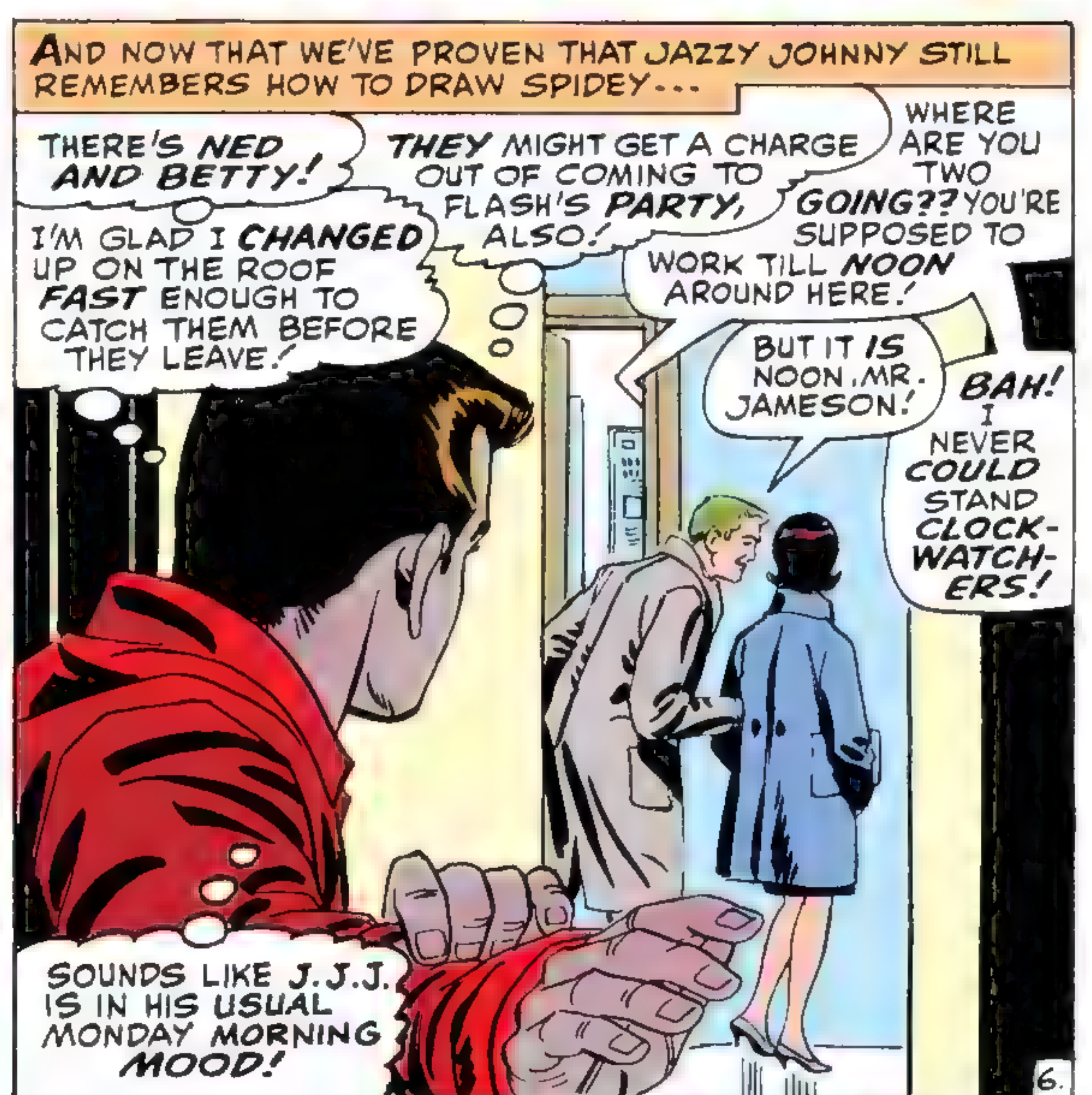


A FEW HOURS LATER, AS SOON AS CLASSES ARE THROUGH, A **DRAMATIC** FIGURE TURNS TO **WEB-SWINGING** AS HE ZOOMS ACROSS TOWN...

I ALMOST **FORGOT**... I HAVE TO REACH THE **BUGLE**...!

I STILL HAVE THOSE PHOTOS OF THE **SHOCKER** TO SELL\*... AND I'D BETTER DO IT WHILE THEY'RE STILL **NEWS**!

\*SEE? OLD VILLAINS NEVER DIE! WE ALWAYS MENTION 'EM IN THE FOLLOWING **ISH**! ... **SENTIMENTAL STAN**.



AND NOW THAT WE'VE PROVEN THAT JAZZY JOHNNY STILL REMEMBERS HOW TO DRAW SPIDEY...

THERE'S **NED** AND **BETTY**!

I'M GLAD I **CHANGED** UP ON THE ROOF **FAST** ENOUGH TO CATCH THEM BEFORE THEY LEAVE!

THEY MIGHT GET A CHARGE OUT OF COMING TO FLASH'S **PARTY**, ALSO!

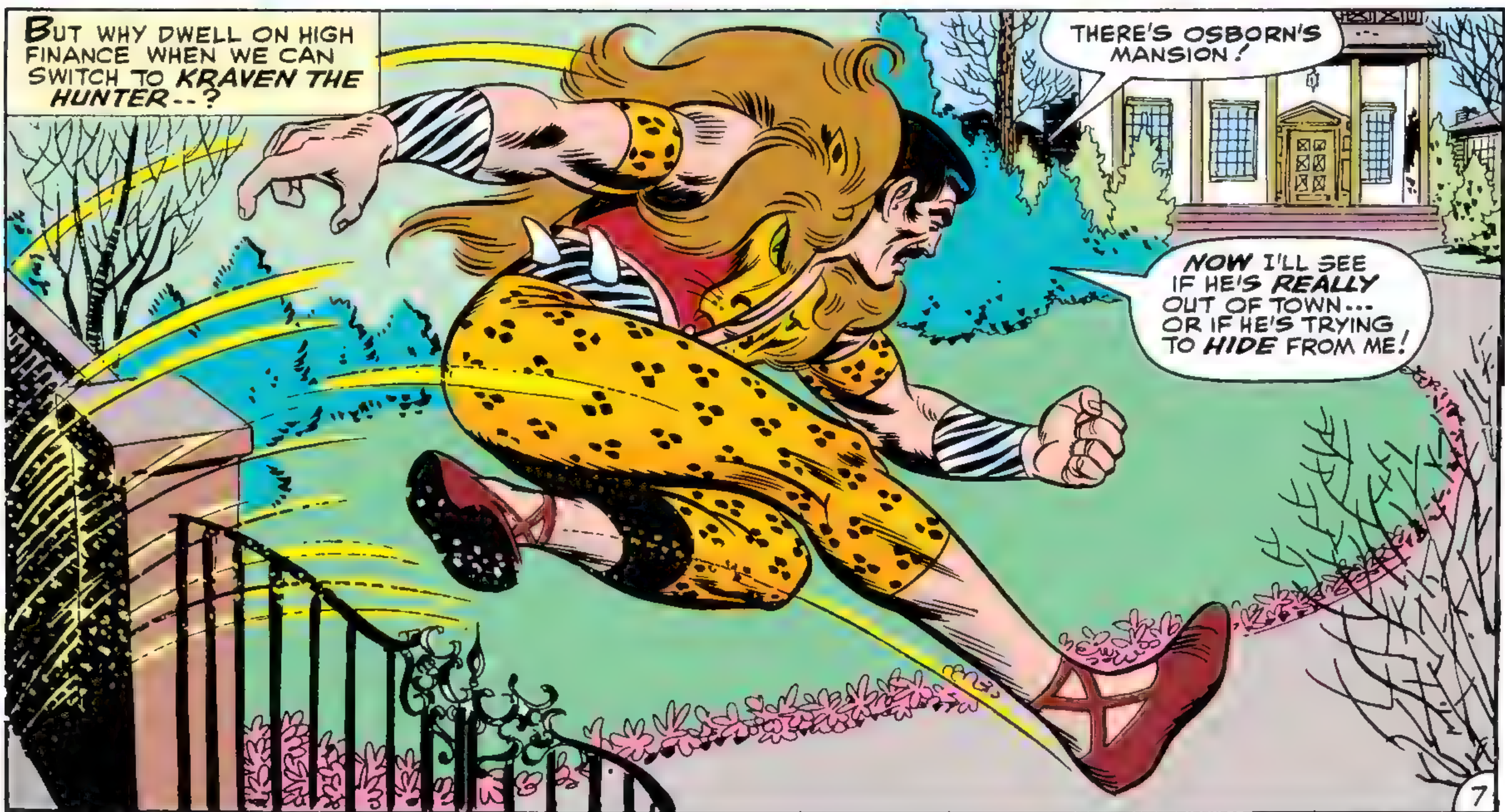
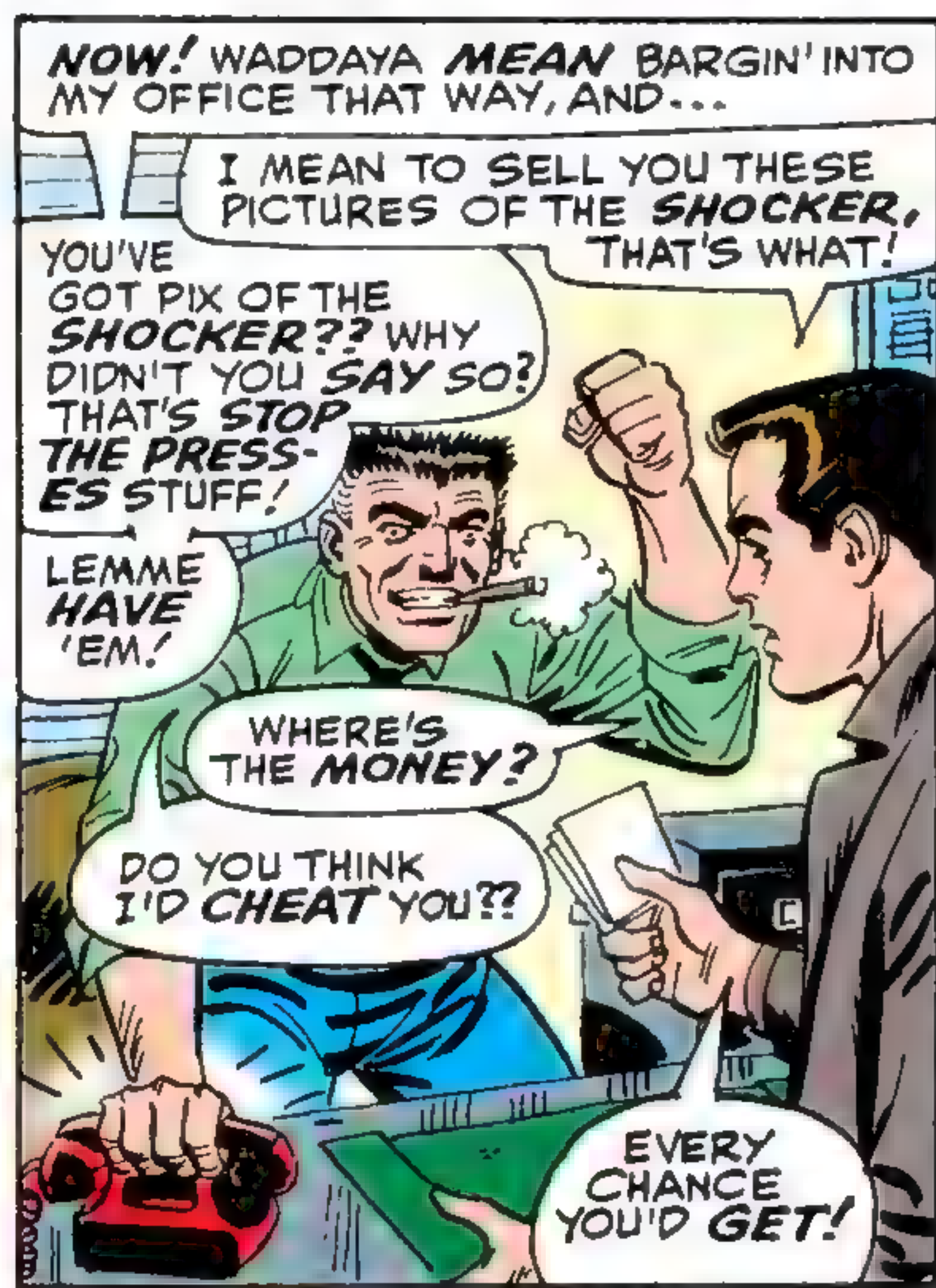
WHERE ARE YOU TWO **GOING**?? YOU'RE SUPPOSED TO WORK TILL **NOON** AROUND HERE!

BUT IT IS **NOON**, MR. JAMESON!

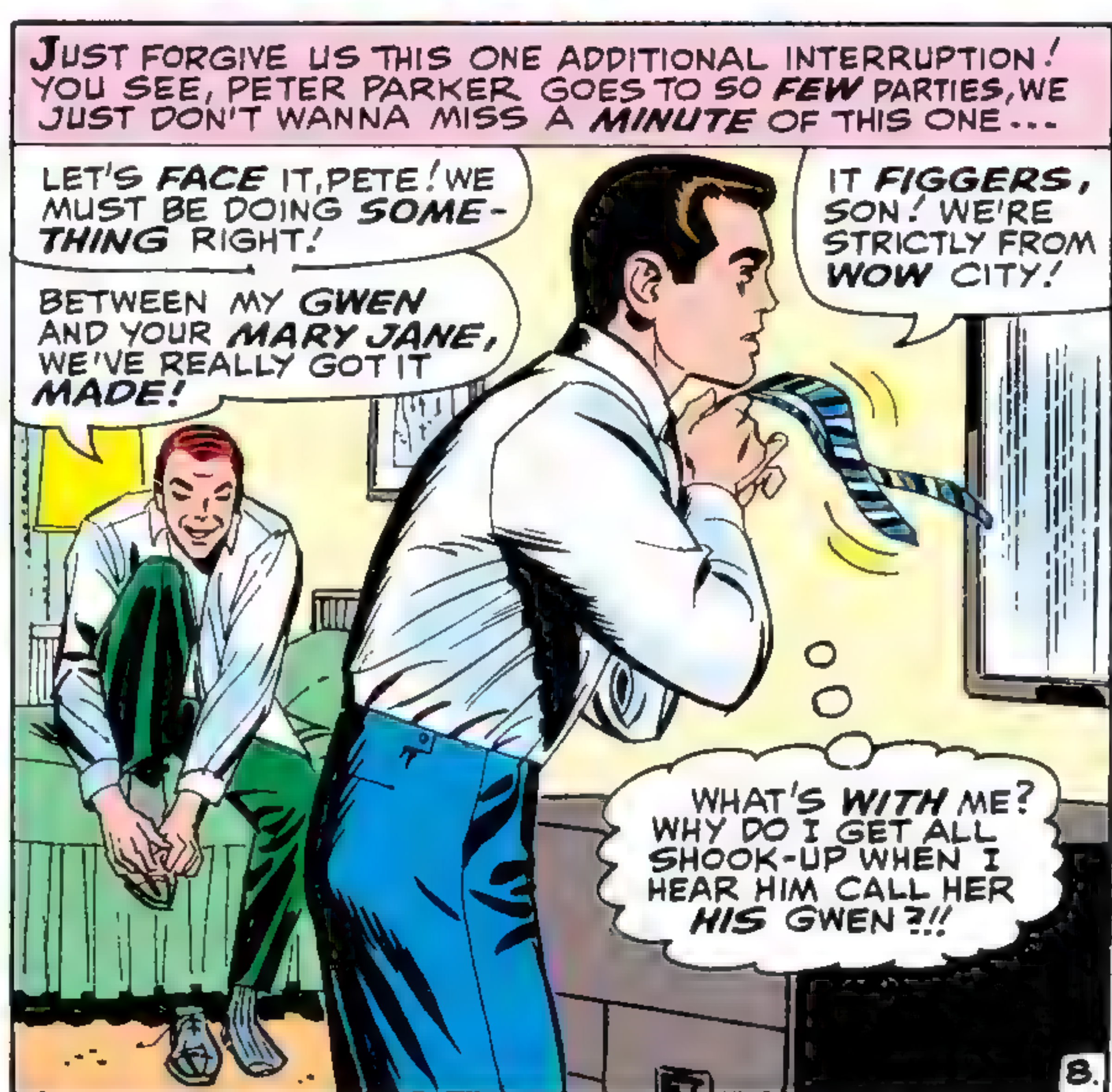
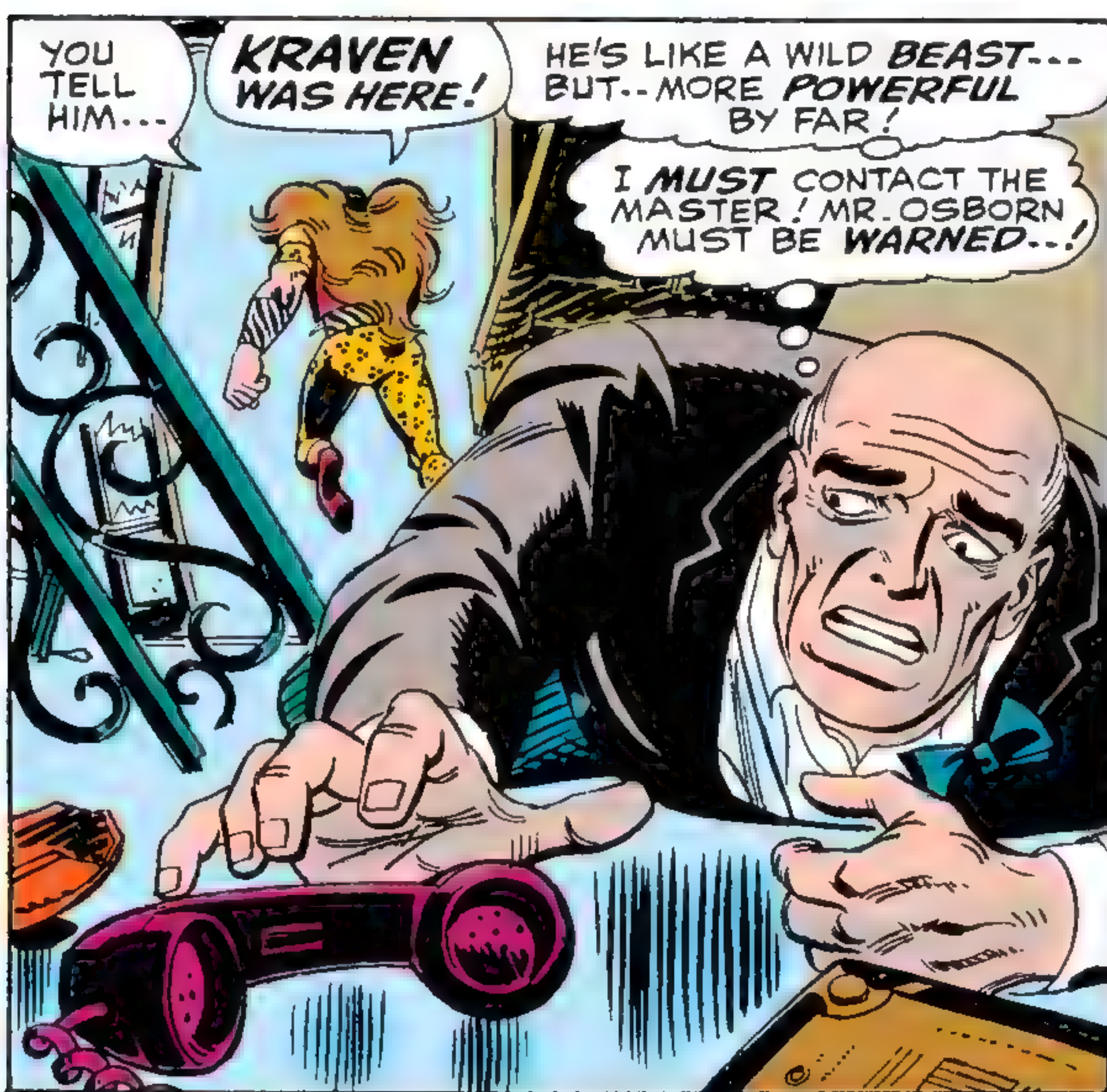
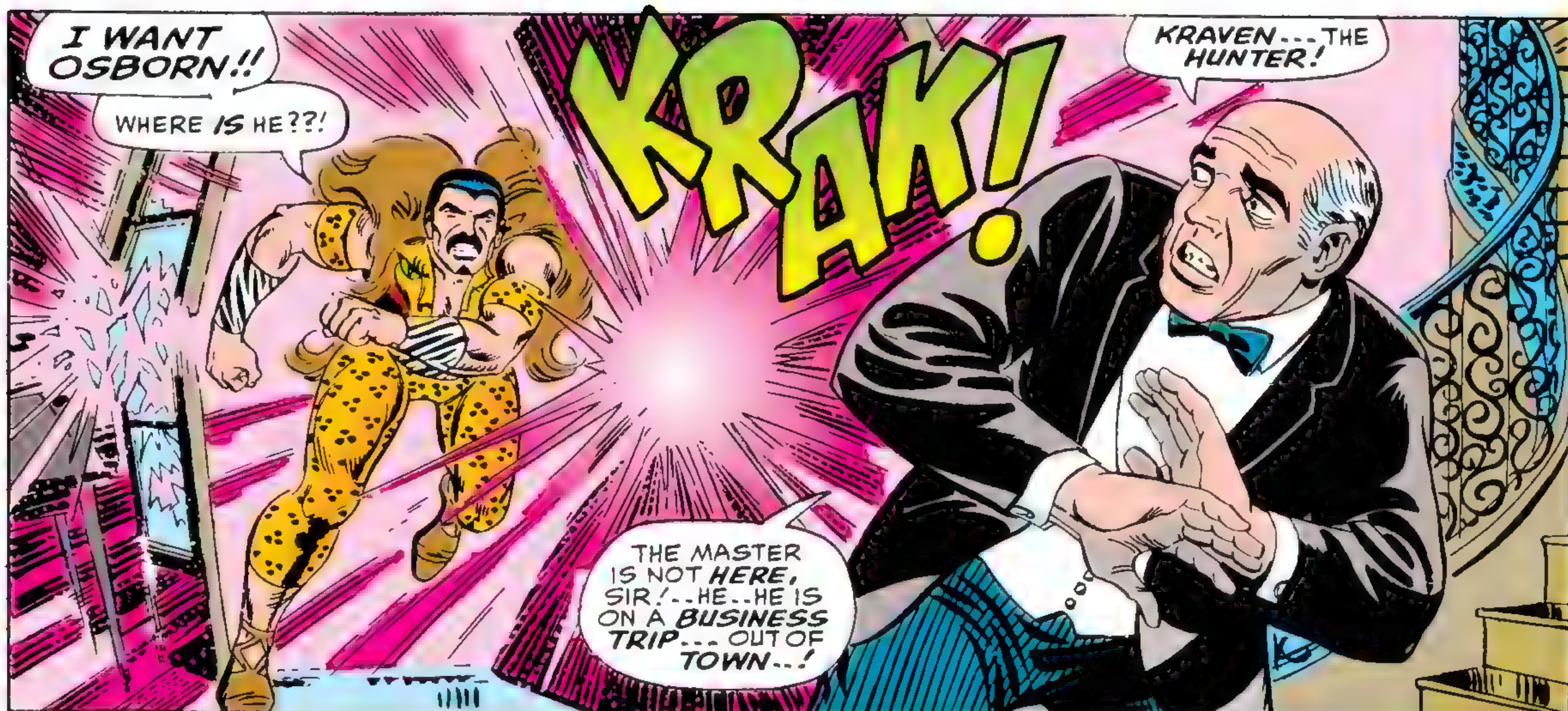
**BAH!** I NEVER COULD STAND **CLOCK-WATCHERS**!

SOUNDS LIKE J.J.J. IS IN HIS USUAL **MONDAY MORNING MOOD**!







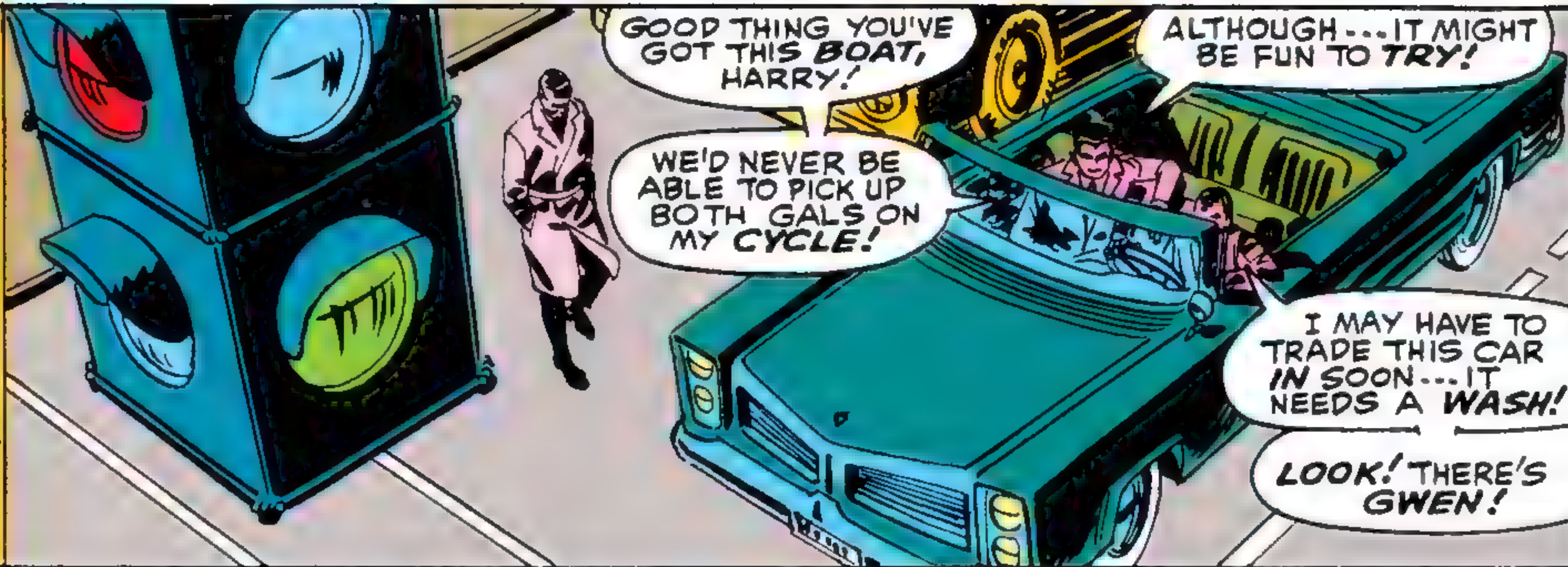




**ATTENTION SPIDO-PHILES:** IN CASE YOU'RE WONDERING WHY WE'RE MAKING WITH ALL THE MOON-JUNE JAZZ WHEN WE'VE GOT A CAT LIKE **KRAVEN** JUST WAITING TO BE UNLEASHED... DON'T LOSE YOUR COOL...!



IT'S ALL GONNA DOVETAIL TOGETHER AND TURN INTO A SYMPHONY OF ACTION... OR ANYWAY, THAT'S THE WAY WE **PLANNED** IT! ... SMILEY!



GOOD THING YOU'VE GOT THIS **BOAT**, HARRY!

WE'D NEVER BE ABLE TO PICK UP BOTH GALS ON MY **CYCLE**!

ALTHOUGH...IT MIGHT BE FUN TO TRY!

I MAY HAVE TO TRADE THIS CAR IN SOON...IT NEEDS A **WASH**!

LOOK! THERE'S **GWEN**!

AHH, MY TWO GALLANT **KNIGHTS** ON THEIR **SPEED-ING STEED**!

**GWEN!!** IF..IF I'D KNOWN YOU'D LOOK LIKE **THAT**.. I'D HAVE GOTTEN HERE **SOONER**!

WHAT DID YOU **EXPECT** ME TO LOOK LIKE? **YOGI BEAR**?

IF YOU...THINK IT'S TOO **CHILLY**.. WE CAN PUT THE **TOP UP**..?

**BITE YOUR TONGUE**, IMPETUOUS ONE! WE NIGHT PEOPLE **THRIVE** ON MOON BURNS!

IT'S THE SAME OLD STORY OF MY **LIFE**.. ALL OVER AGAIN!

WHEN I FIRST **MET** GWEN, AND SHE SORT'A TOOK A **SHINE** TO ME, I WAS TOO BUSY WALTZIN' AROUND WITH THE **MOLTEN MAN**, THE **SCORPION**, AND A DOZEN OTHER BADDIES TO GIVE HER THE TIME OF DAY!

BUT **NOW**... WITH EVERYTHING NICE AND **PEACEFUL**... AND WITH GWEN SENDING ME INTO **ORBIT** WHENEVER I LOOK AT HER... SHE SUDDENLY FORGOT MY **NAME**!

I CAN'T WAIT TO SEE **FLASH'S** FACE WHEN WE GIVE HIM HIS **SENDOFF**!

AND SPEAKING OF **FACES**... THERE'S M.J...!

HI, MARY JANE! **HOP IN**... WE'RE ALL SET!

WHO NEEDS A CAR? WHEN THERE'S A **PARTY** TO GO TO, I CAN LIKE **FLY** ALL THE WAY!

SHE MAY NOT **GRAB** ME AS MUCH AS GWEN... BUT NO-BODY CAN SAY **THAT** GAL ISN'T 100% **DREAMSVILLE**!

AND NOW, TO PROVE THIS REALLY ISN'T OUR VERSION OF PEYTON PLACE, WE'RE GONNA SKIP THE ENTIRE RIDE TO THE SODA PARLOR AND DELIVER YOU TO THE **SCENE ONE-TWO-THREE**...!

**GWEN!** YOU'RE TOO MUCH! DID YOU REALLY ARRANGE THE DECORATIONS? THEY'RE JUST OUT OF **SIGHT**!

I NEVER GOT A **SENDOFF** LIKE THIS WHEN I JOINED THE **SCOUTS**!

WELL, IT ISN'T THE **COPACABANA**, BUT IT BEATS DANCING ON THE **SIDEWALK**!

IT WAS SO NICE OF PETER TO **INVITE** US, NED!

LOOKS LIKE THE **GANG'S** ALL **HERE**! NOW, ALL WE NEED IS **FLASH**!

THIS IS **ONE** NIGHT **FLASH**'LL REMEMBER!

BUT WHERE'S THE **GUEST OF HONOR**? WHAT HAPPENED TO **FLASH**?

I WONDER WHICH OF THOSE TWO GORGEOUS GIRLS HE'S MOST **INTERESTED** IN?

DON'T **PANIC**, PILGRIMS! THE NIGHT'S STILL **YOUNG**!

C'MON **IN**, KIDS! YOU'RE JUST IN **TIME**!

WOULDN'T IT BE **SOMETHING** IF HE DOESN'T **SHOW**??!







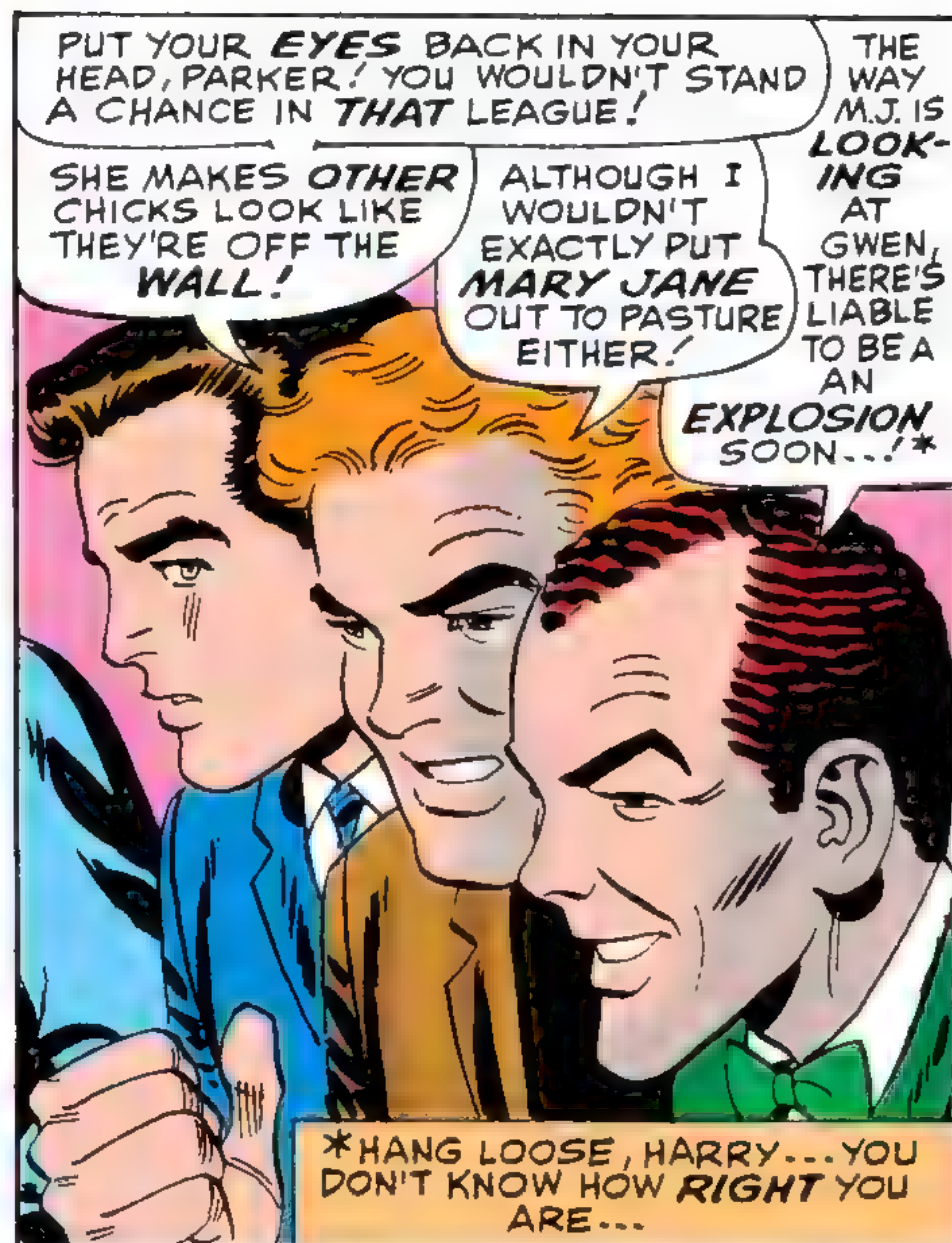


I THOUGHT YOU WERE PASSING OUT THE 'BURGERS, GWEN!

DON'T FRET, PET! I SAVED A FEW FOR YOU!

COOL IT, KIDS! WHO WANTS FOOD AT A TIME LIKE THIS??!

AND THAT'S THE GAL I NEVER HAD TIME TO DATE! HOOO, BOY!



PUT YOUR EYES BACK IN YOUR HEAD, PARKER! YOU WOULDN'T STAND A CHANCE IN THAT LEAGUE!

SHE MAKES OTHER CHICKS LOOK LIKE THEY'RE OFF THE WALL!

ALTHOUGH I WOULDN'T EXACTLY PUT MARY JANE OUT TO PASTURE EITHER!

THE WAY M.J. IS LOOKING AT GWEN, THERE'S LIABLE TO BE AN EXPLOSION SOON...!

\*HANG LOOSE, HARRY... YOU DON'T KNOW HOW RIGHT YOU ARE...



**FA-T-HOOOM!**

THAT FACE!! THAT COSTUME!! IT'S KRAVEN-- THE HUNTER!

IF YOU VALUE YOUR LIVES... DON'T ANYONE MOVE!!

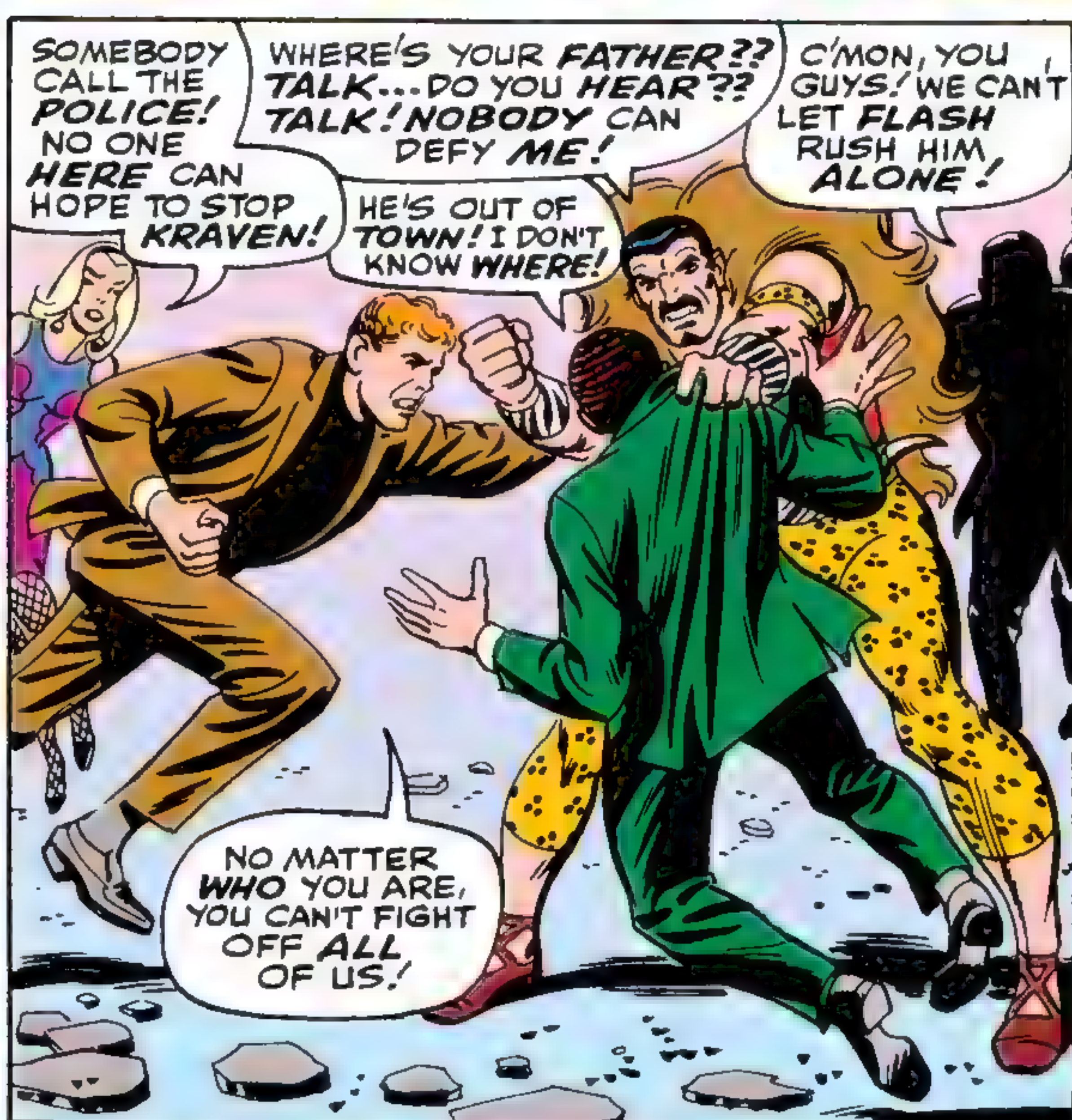
THE SON OF NORMAN OSBORN IS HERE... AND I WANT HIM!

HOLY SMOKE!! WHAT HAPPENED...? WHAT IS IT??!

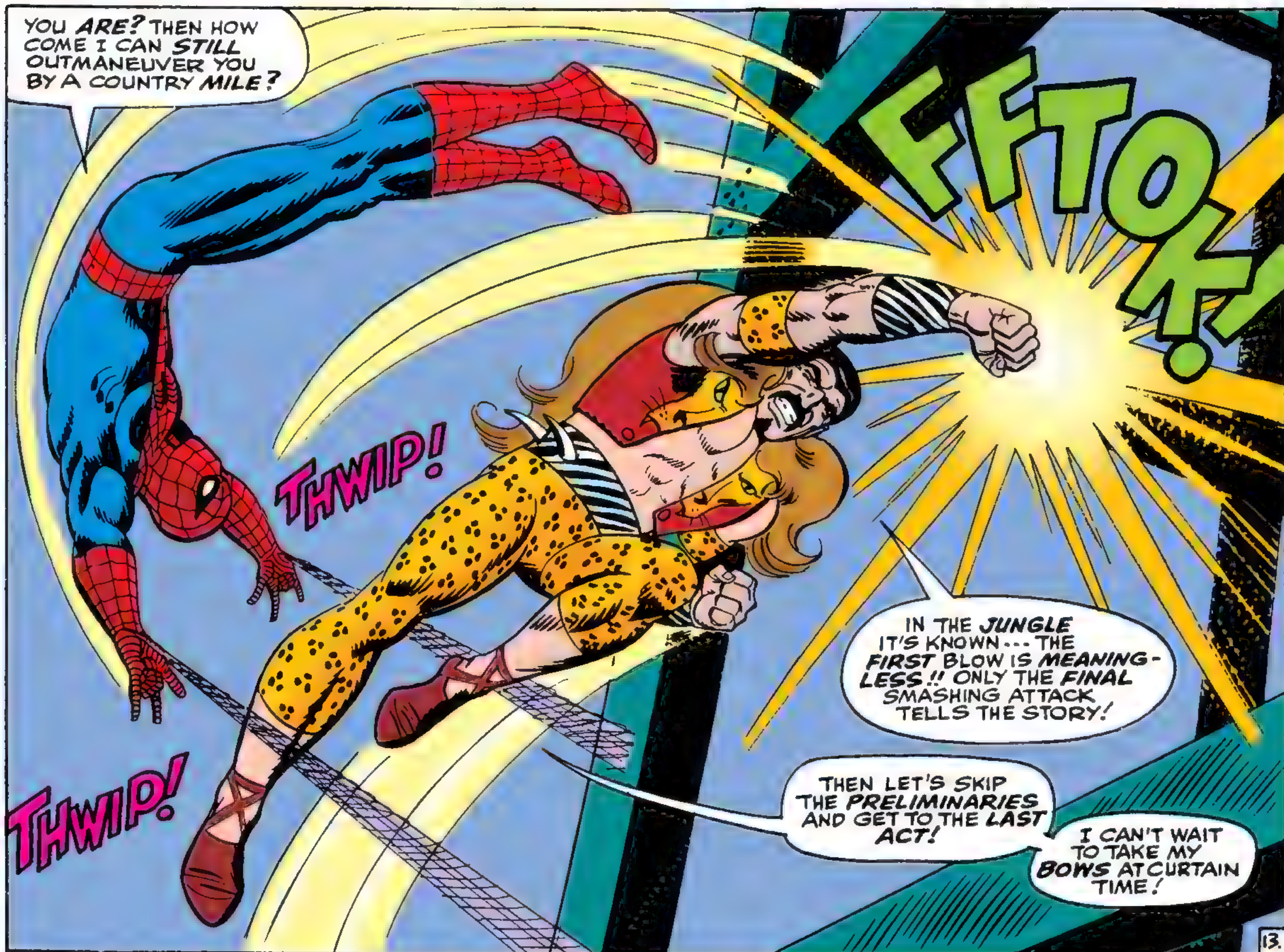
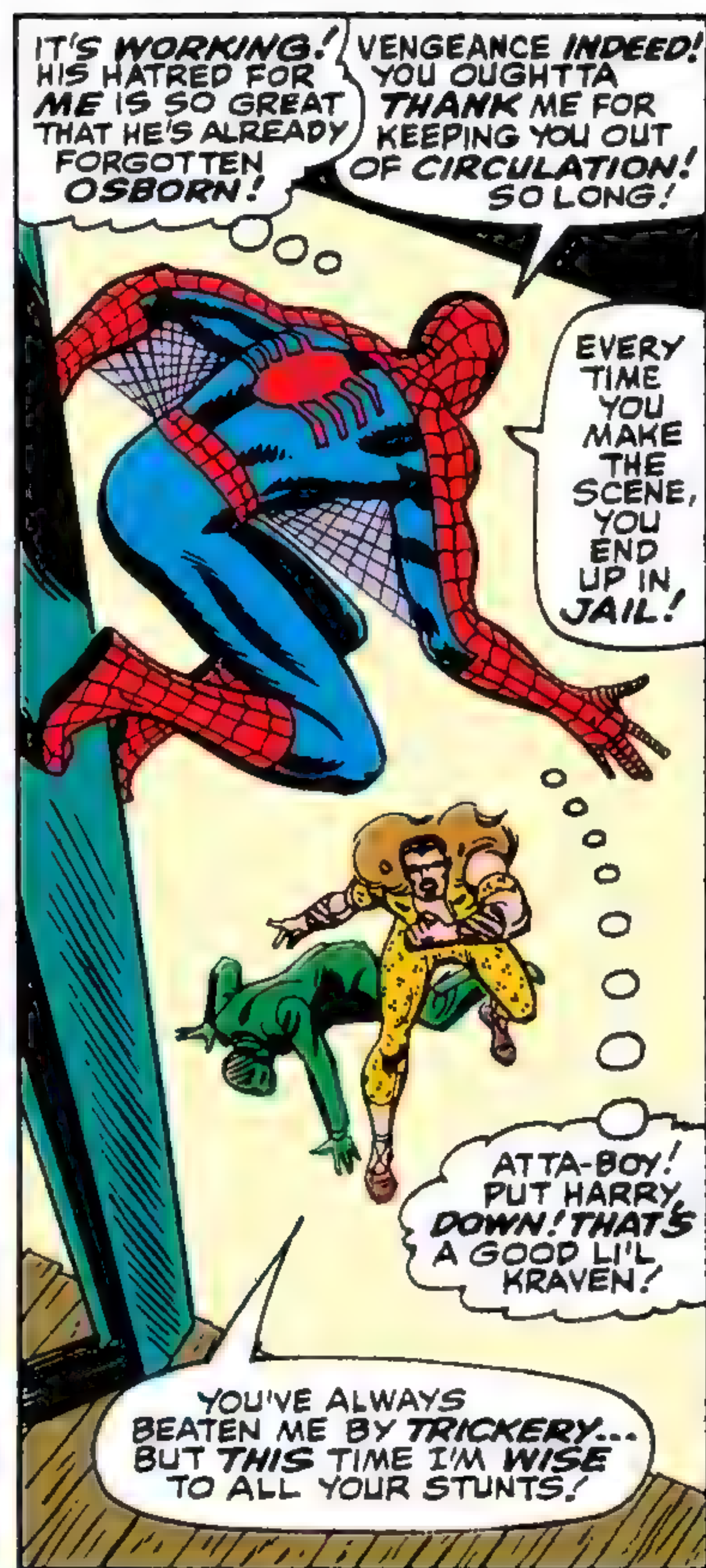
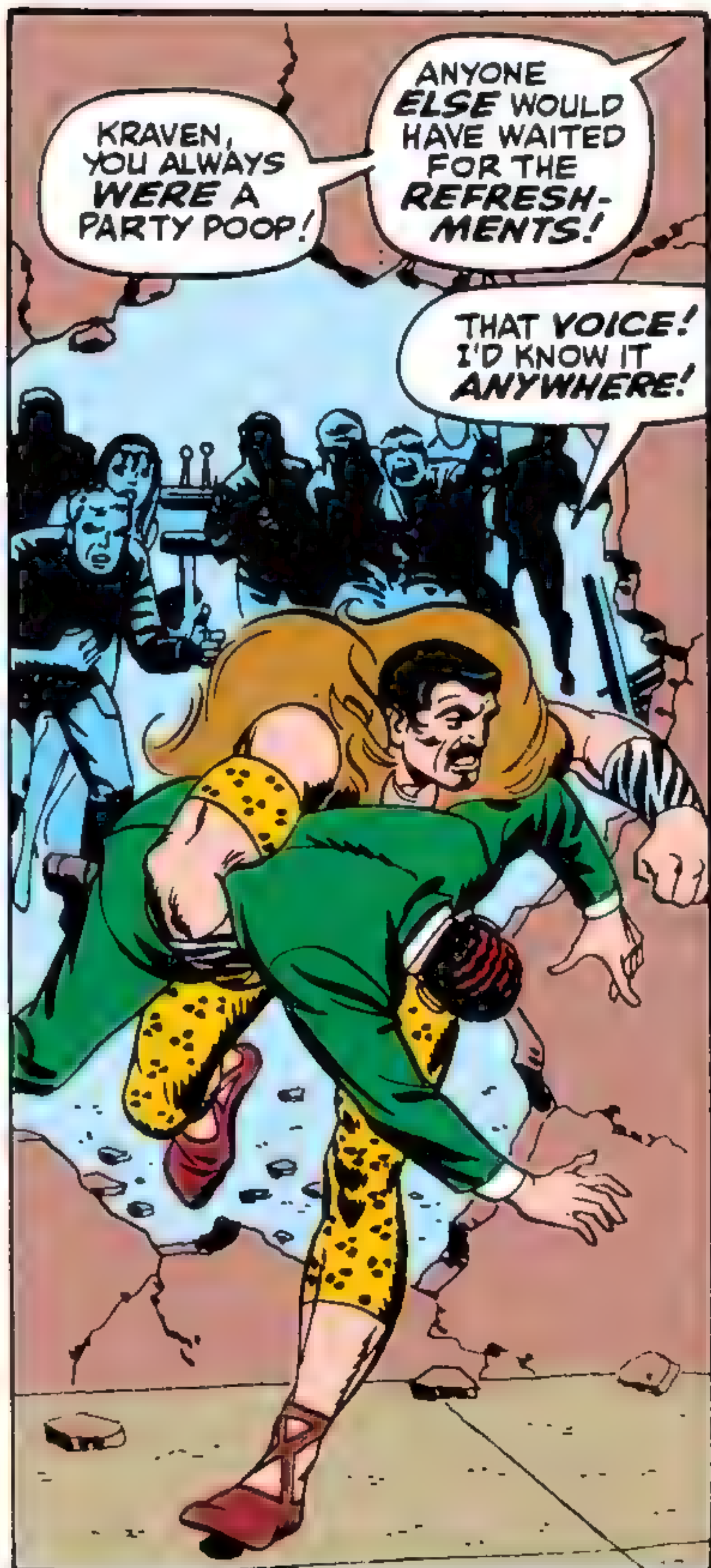
A MAN!! HE... HE PUNCHED HIS WAY RIGHT THROUGH THE WALL!!

HARRY OSBORN!! WHY DOES HE WANT HIM...??!











BY THE WAY, NATURE BOY... DID YOU KNOW YOU HURT MY FEELINGS?

I ALWAYS THOUGHT I WAS NUMBER ONE ON YOUR HATE PARADE!...

SO HOW COME YOU MADE SUCH A BIG THING ABOUT WANTING NORMAN OSBORN?

**WOP!**

SO! YOU WON'T TALK, EH?

WE'D BETTER GET YOU OUT OF SIGHT, HARRY... JUST IN CASE!

ALTHOUGH IT LOOKS LIKE KRAVEN BIT OFF MORE THAN HE COULD CHEW WHEN HE TACKLED SPIDEY!

SPIDER-MAN SAVED ME! IF NOT FOR HIM....!

I'M NOT DENYIN' THAT YOU'RE PROBABLY MR. BIG IN THE JUNGLE...

BUT THIS IS THE BIG TIME, MAN.. AND YOU'RE STRICTLY BUSH LEAGUE HERE!

KRAVEN'S ACHILLES HEEL IS HIS PRIDE!

THE MORE I TAUNT HIM, THE MORE CARELESS HE'LL BE!

KEEP TALKING, WEB-SLINGER! YOU'RE JUST RECITING YOUR OWN OBITUARY!

HEY! YOU'RE MISSING THE WHOLE BIT!

LIKE, TALK ABOUT A HAPPENING...!

COME ON, HARRY... WE'LL HELP YOU GET INDOORS! THE POLICE SHOULD BE HERE SOON!

THANKS, GWEN! AND... FLASH.. YOU WERE GREAT.. THE WAY YOU... TRIED TO HELP...!

FORGET IT, PAL!

IF ONLY PETEY WOULD GET HERE WITH HIS COOL KODAK!

GO WITH THEM, BETTY! GET TO SOME PLACE OF SAFETY INDOORS!

I GOT TO CONTACT THE BUGLE AND CALL IN THE STORY! THIS IS A REAL FRONT PAGE EXTRA SCOOP!

NO, NED! I WANT TO STAY WITH YOU! IF THERE'S ANY DANGER HERE, WE'LL SHARE IT TOGETHER!

I REMEMBER... WHEN I WENT STEADY WITH PETER... HOW I'D WORRY WHENEVER HE LEFT ME TO PHOTOGRAPH A DANGEROUS STORY!

BUT, IF ANY-THING HAPPENED TO NED... I COULDN'T BEAR IT!

ALL RIGHT, HONEY... BUT STAY CLOSE TO ME, HEAR?

AND SO...

THAT'S RIGHT, JJ... IT'S KRAVEN THE HUNTER, BACK AGAIN!

I DON'T KNOW WHERE HE CAME FROM... BUT HE'S BATTLING SPIDER-MAN RIGHT NOW!

SO FAR IT LOOKS LIKE SPIDEY'S FIGHT... BUT I CAN'T BE SURE!

KRAVEN HASN'T GOTTEN HIS LICKS IN YET!

IT'S LUCKY SPIDER-MAN POPPED UP! KRAVEN WAS AFTER A KID NAMED HARRY OSBORN!

HARRY OSBORN? I KNOW HIS FATHER, NORMAN! HE'S A FELLOW CLUB MEMBER OF MINE!

YOU STAY GLUED TO THE SPOT, LEEDS! I'LL BE RIGHT THERE!

HOW ABOUT PICTURES? ANY SIGN OF PETER PARKER AROUND THERE? NUTS!! JUST WHEN I NEED HIM THE MOST!

I HOPE KRAVEN DEMOLISHES HIM!

BUT SPIDEY'S THE GOOD GUY, ISN'T HE?

GET YOUR COAT, FOSWELL! WE'RE OFF TO SEE THAT WEB-HEAD GET HIS LUMPS!

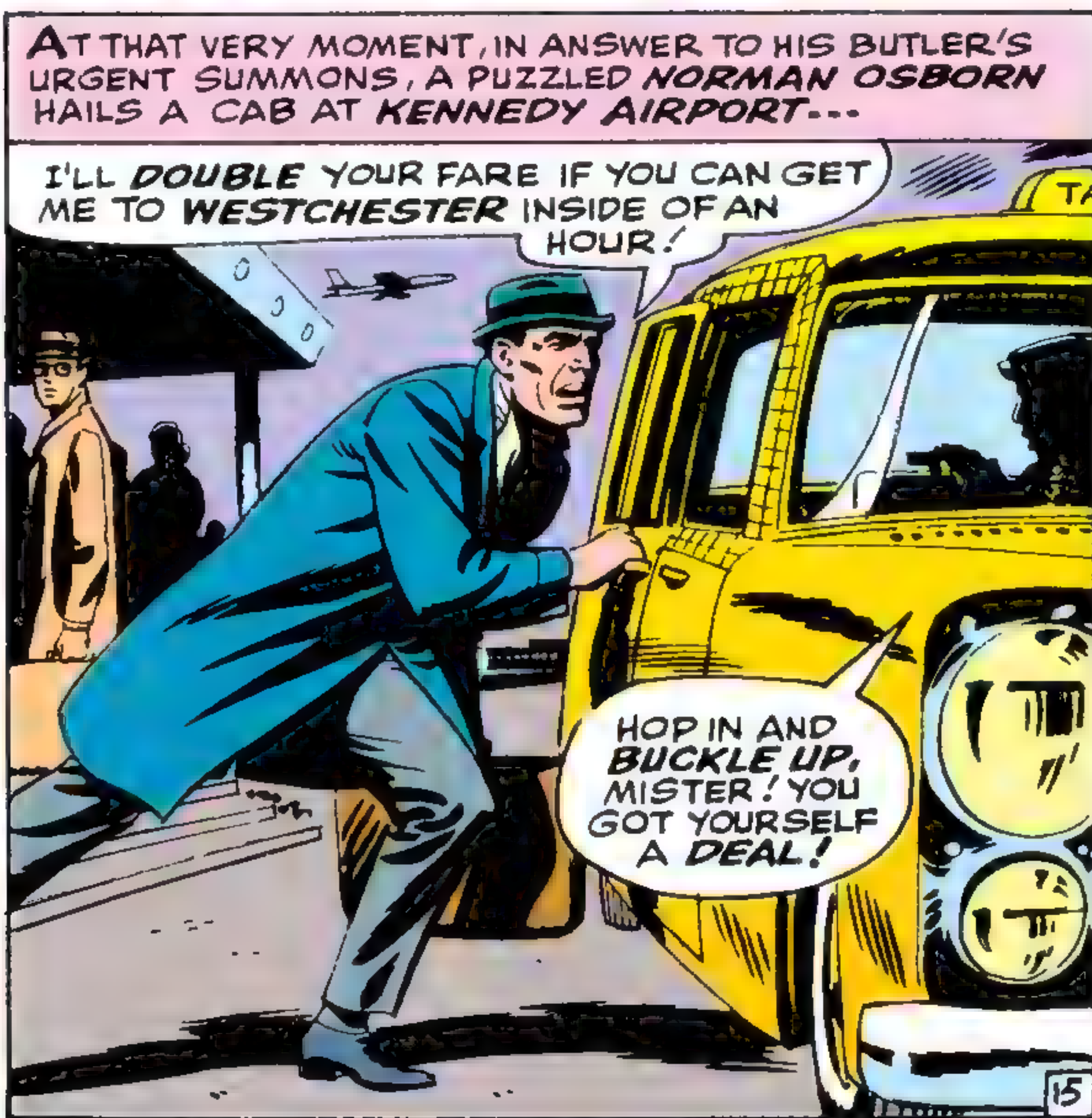
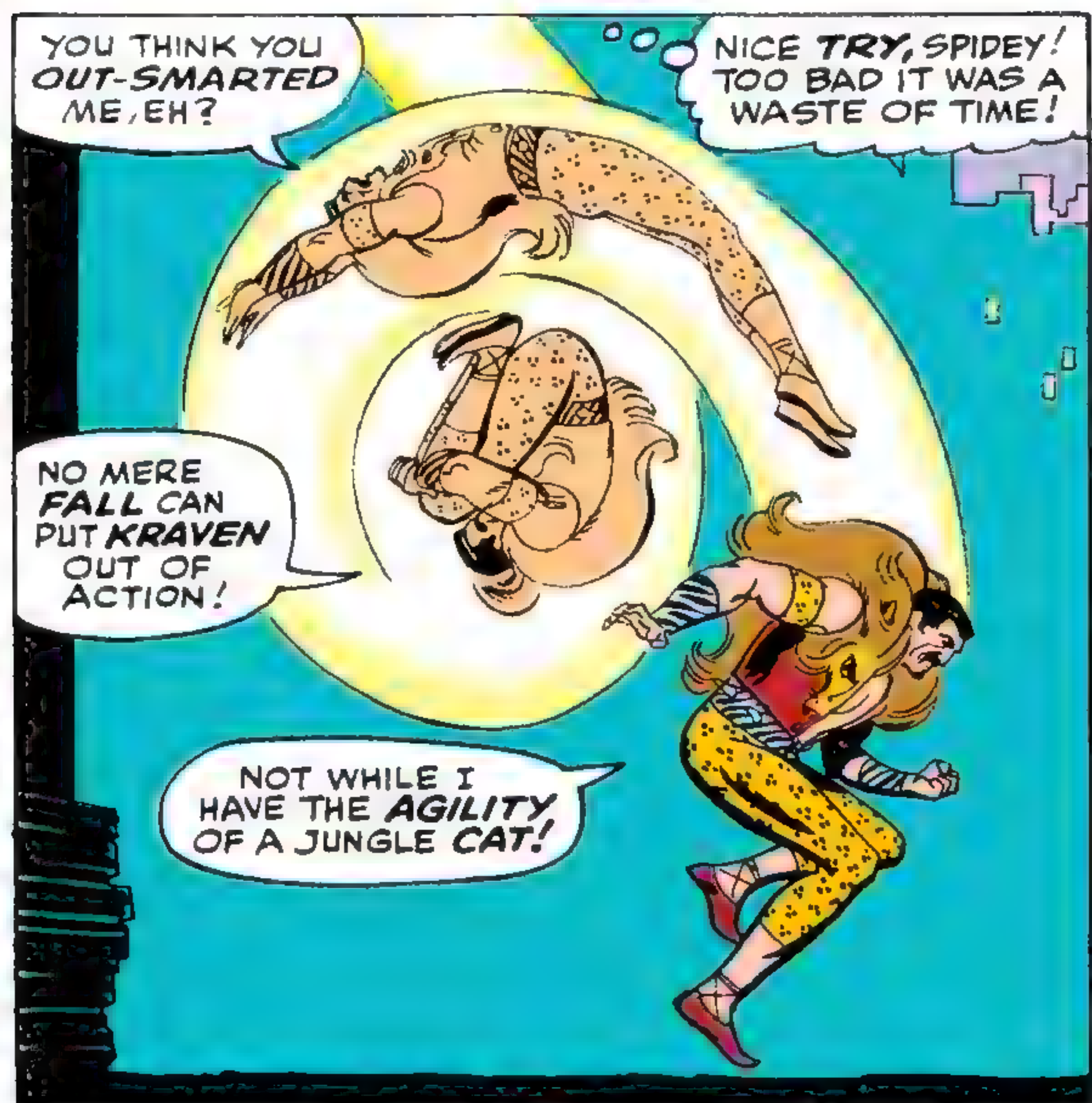
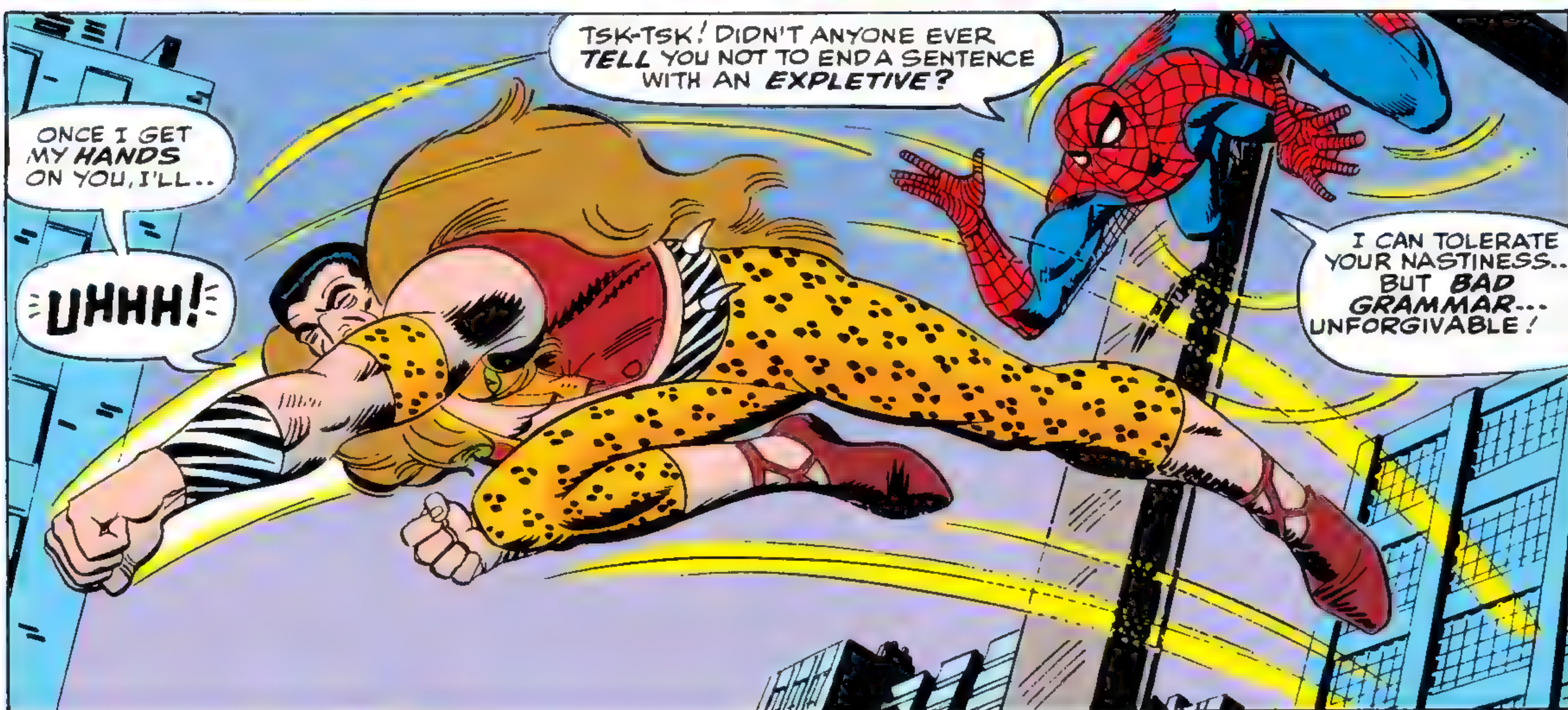
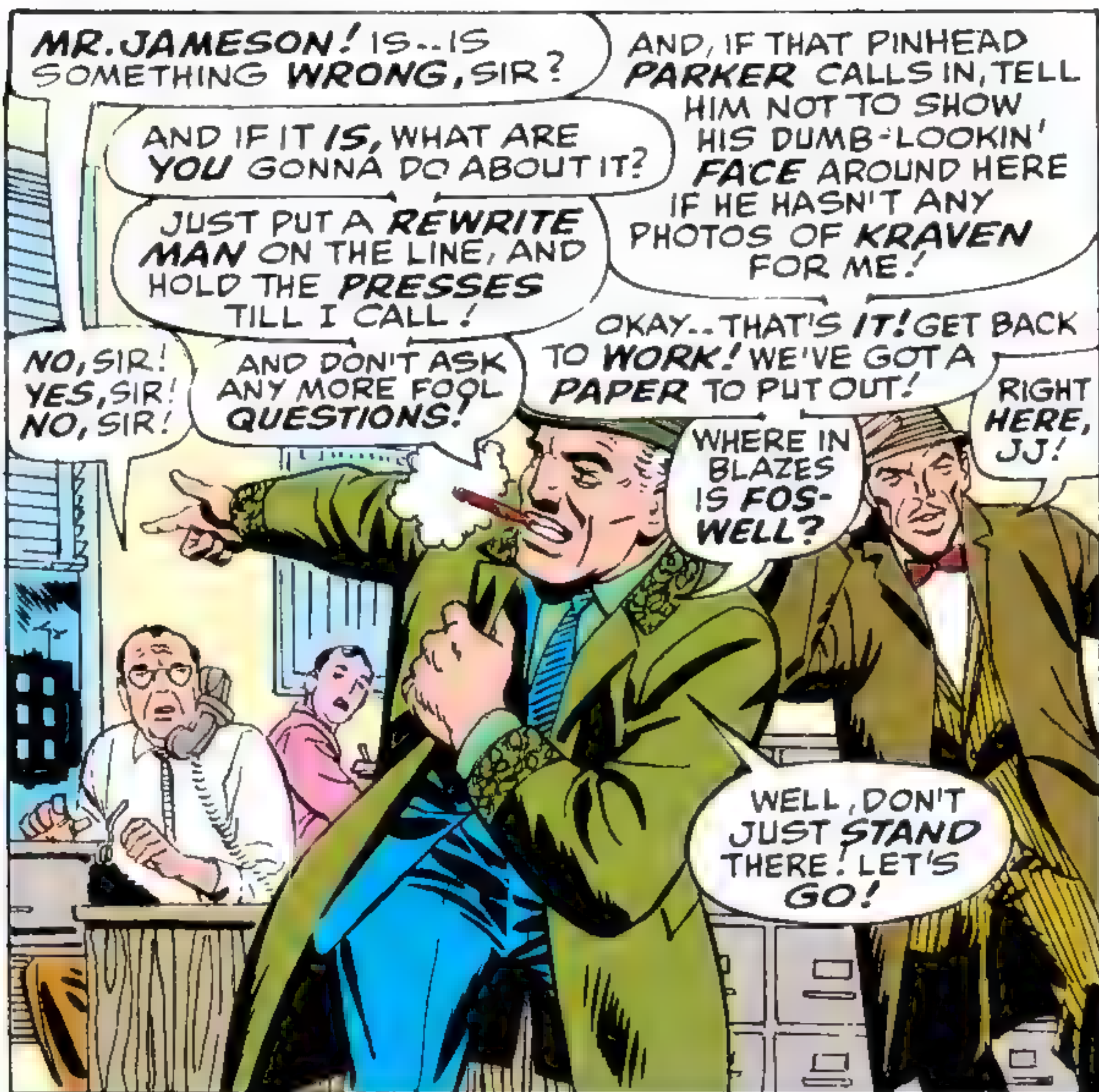
SAY THAT AGAIN, AND YOU'LL BE BACK COVERING CAKE-BAKE CONTESTS!

NOW LET'S GO!

DAILY NEWS

14







IT'S LUCKY WE DON'T HAVETA PASS THROUGH MIDTOWN!

THE RADIO'S BEEN BLARIN' BULLETINS ABOUT KRAVEN THE HUNTER, TEARIN' UP THE PLACE!

KRAVEN ?? IN MID-TOWN? FORGET ABOUT WESTCHESTER! GET ME AS CLOSE TO THE SITE AS YOU CAN!

THEY PROBABLY GOT TRAFFIC BACKED UP FOR MILES AROUND THERE!

IT MAY NOT BE HEALTHY, PAL!

THAT'S HEALTHY ENOUGH FOR ME!

I'LL TRIPLE THE FARE!

AND, AS THE TAXI RACES ALONG THE GRAND CENTRAL PARKWAY...

I'VE DEFEATED EVERY FOE I'VE EVER BATTLED! I CAN'T LET YOU BE THE ONLY ONE TO MAR MY RECORD!

WELL, YOU WON'T CHANGE THE SCOREBOARD THAT WAY, BIG MAN!

YOU'RE COMIN' IN TOO LOW 'N' SLOW!

GUESS AGAIN, YOU FOOL! I PLANNED IT THIS WAY!

**POK!**

NOW YOU CAN FALL RIGHT INTO THE WAITING ARMS OF THE BLUE-COATS BELOW...

... AS THE WORLD REALIZES THAT KRAVEN HAS WON HIS GREATEST HUNT!

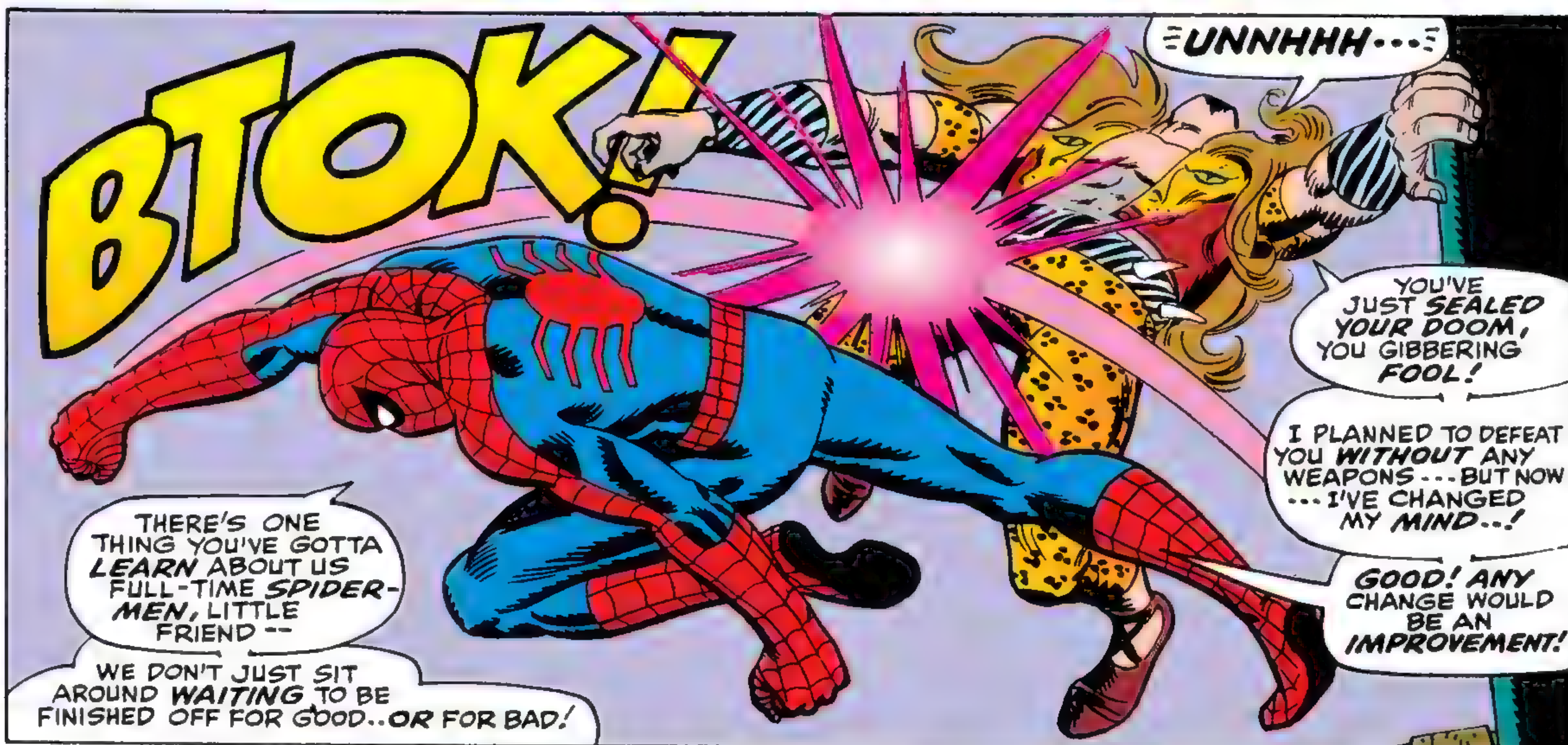
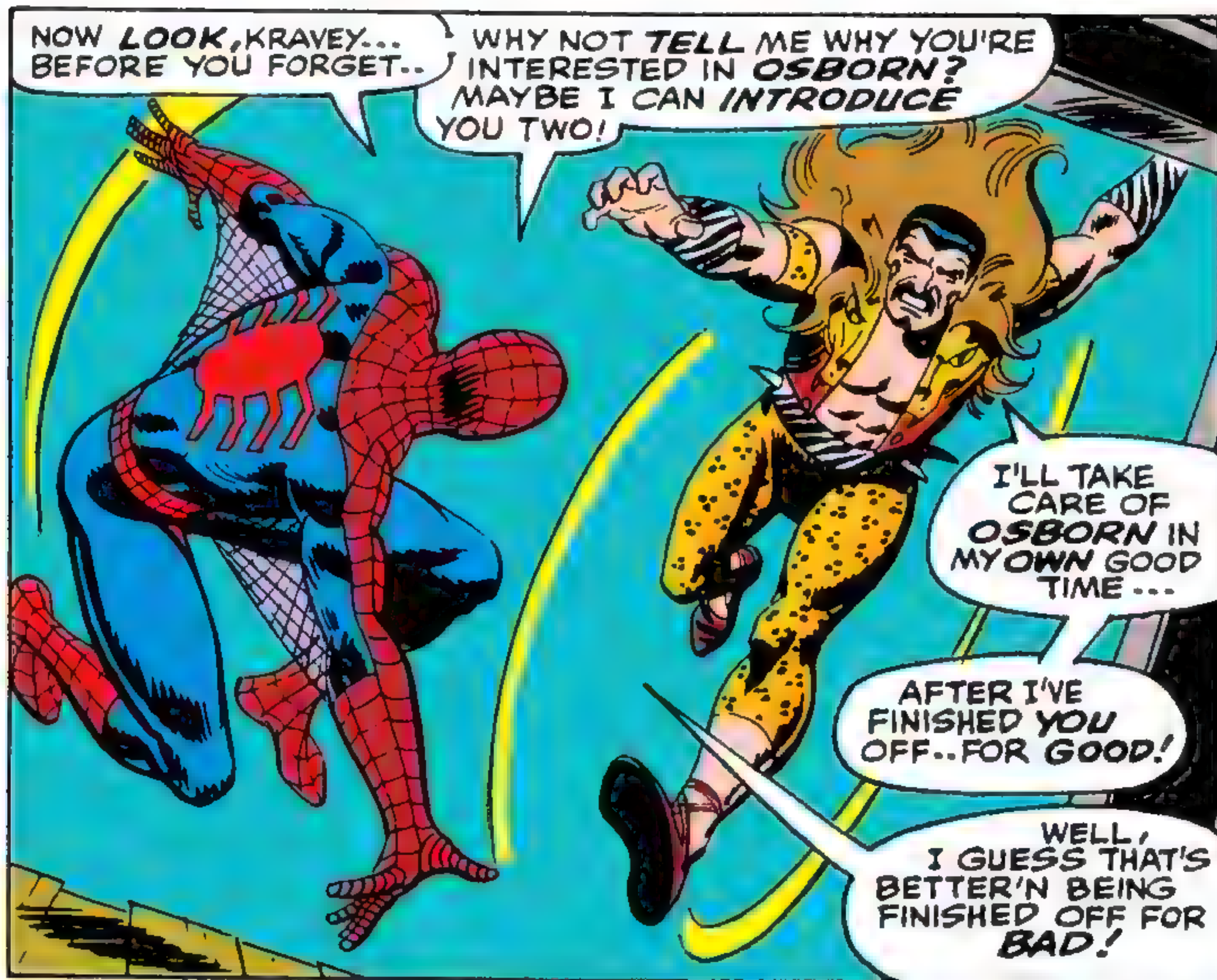
SEEMS A SHAME TO SPOIL SUCH A DRAMATIC SPEECH, PLAYMATE, BUT THAT'S SHOW BIZ!

IT'S REAL OBLIGING OF YOU TO WEAR THAT LION'S MANE GET-UP..!

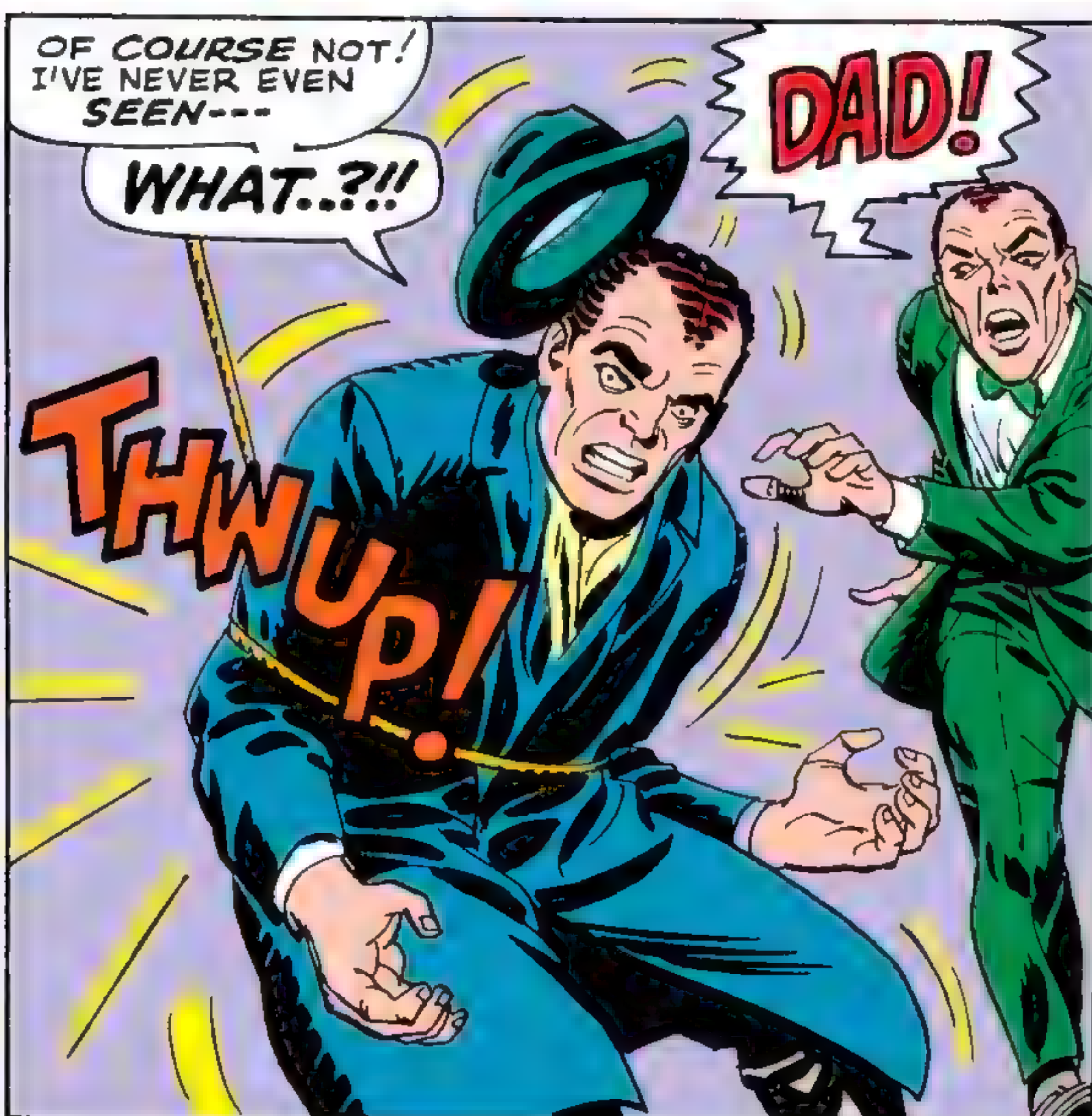
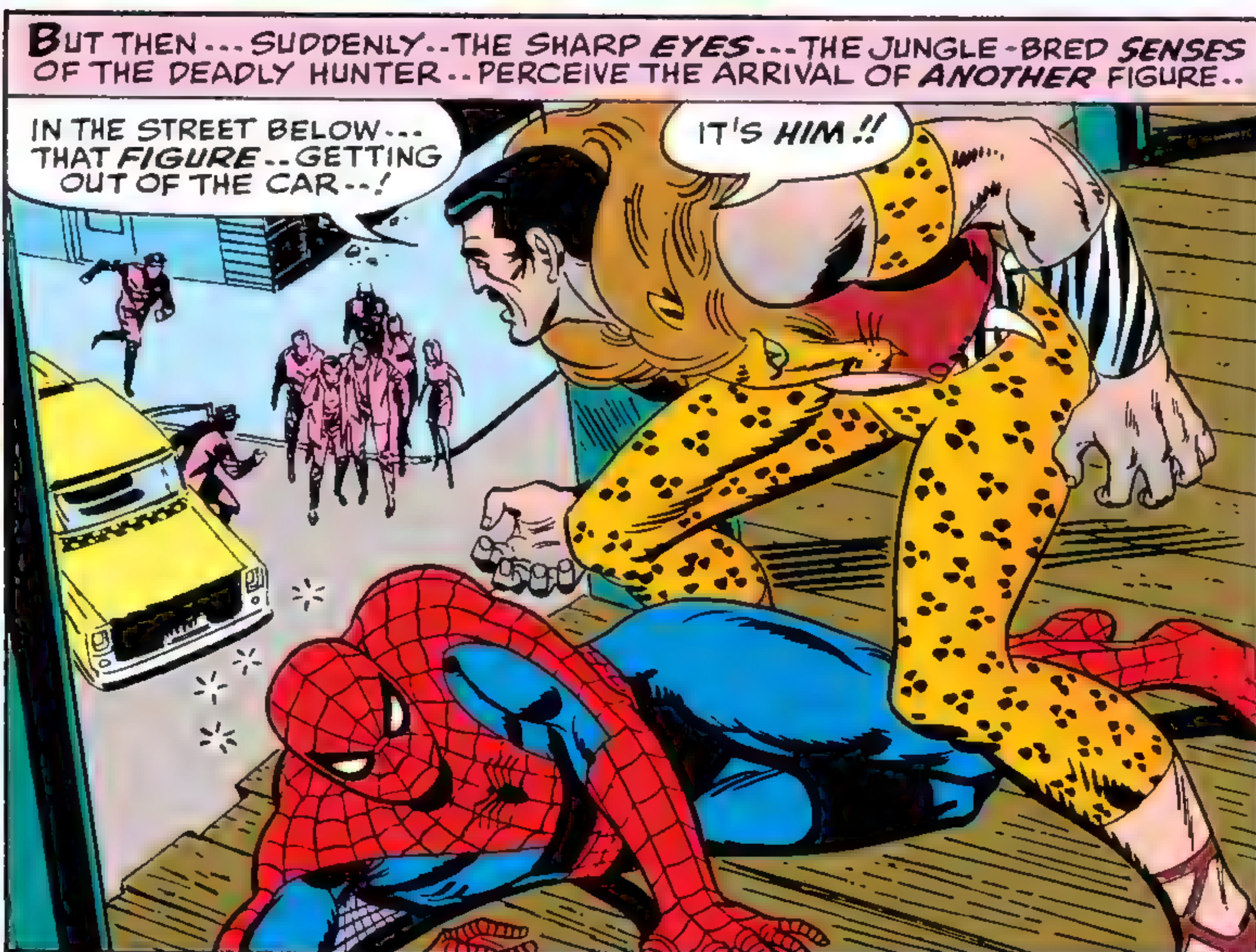
IT MAY NOT BE MOD... BUT IT REALLY GRABS ME!...OR VICE-VERSA!

Y'KNOW, IF WE COULD CHOREOGRAPH THIS ROUTINE, WE'D PROBABLY HAVE A GREAT ACT FOR ED SULLIVAN!

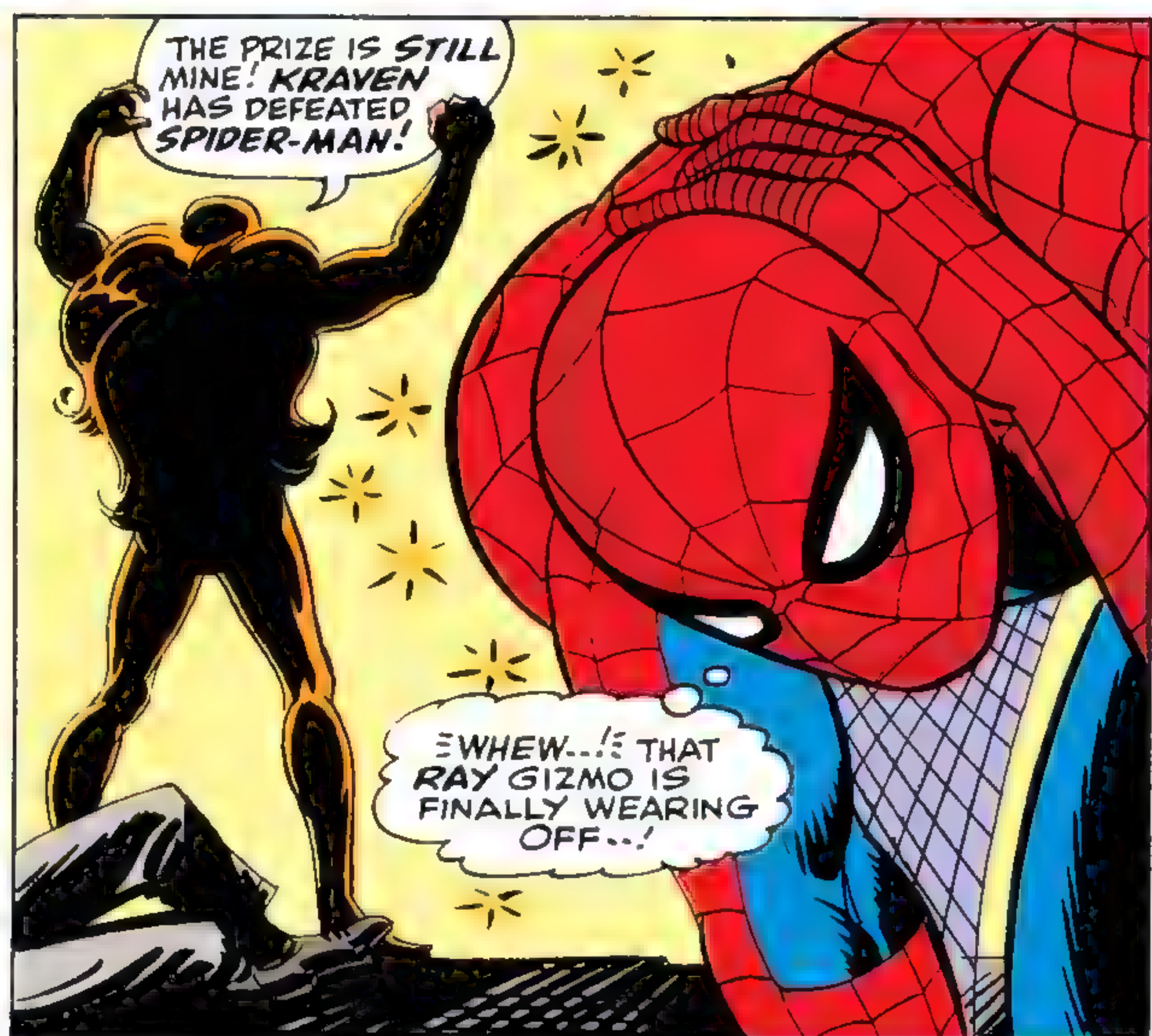
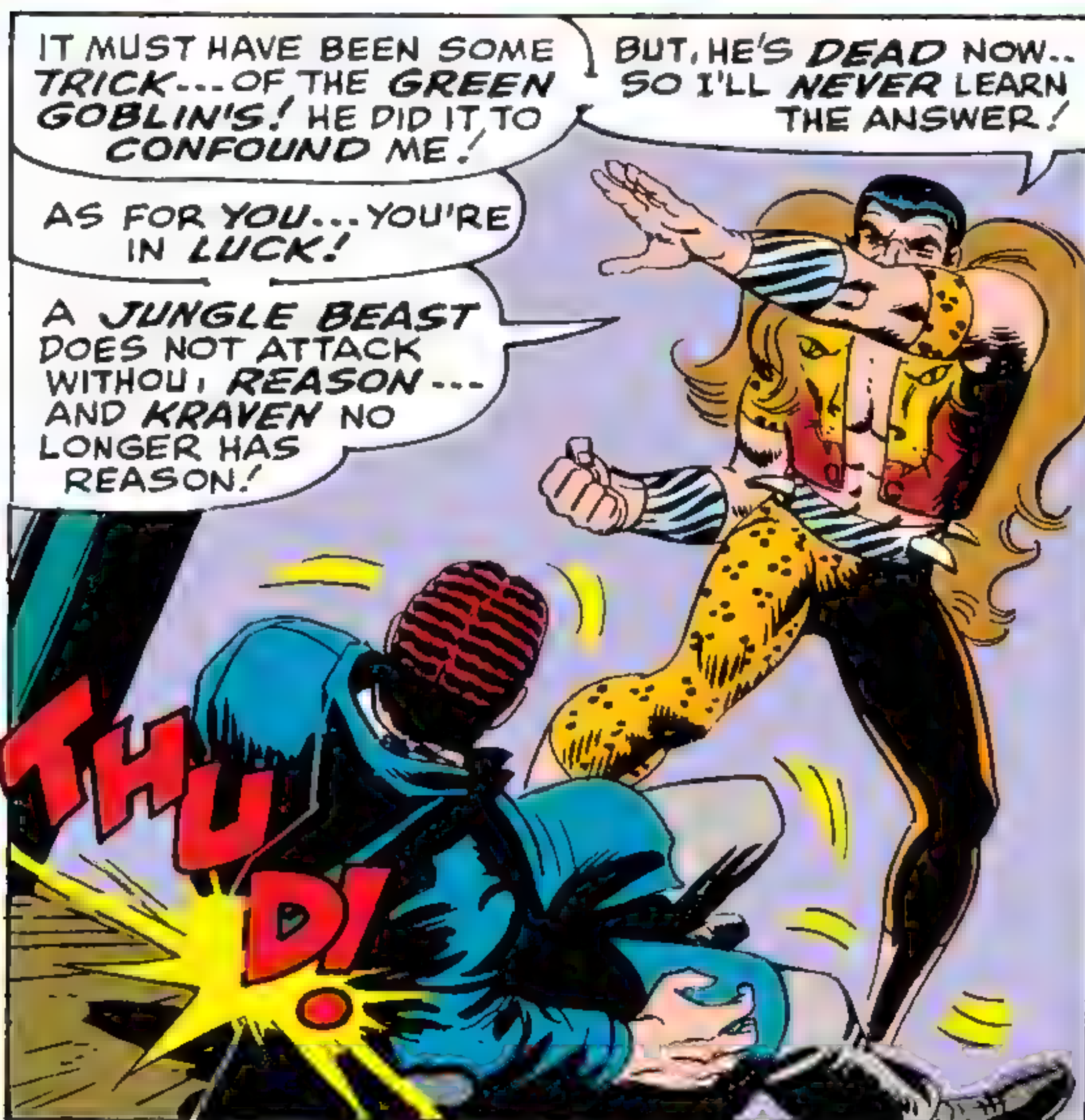
















LET YOURSELF GO LIMP... RELAX...

YOU'LL BE OKAY!!

I'VE GOT YOU!

IN A WAY.. YOU SAVED ME AS MUCH AS I SAVED YOU!

SPIDER-MAN!



OSBORN IS OUT OF DANGER... NOW... BUT KRAVEN'S GONE!

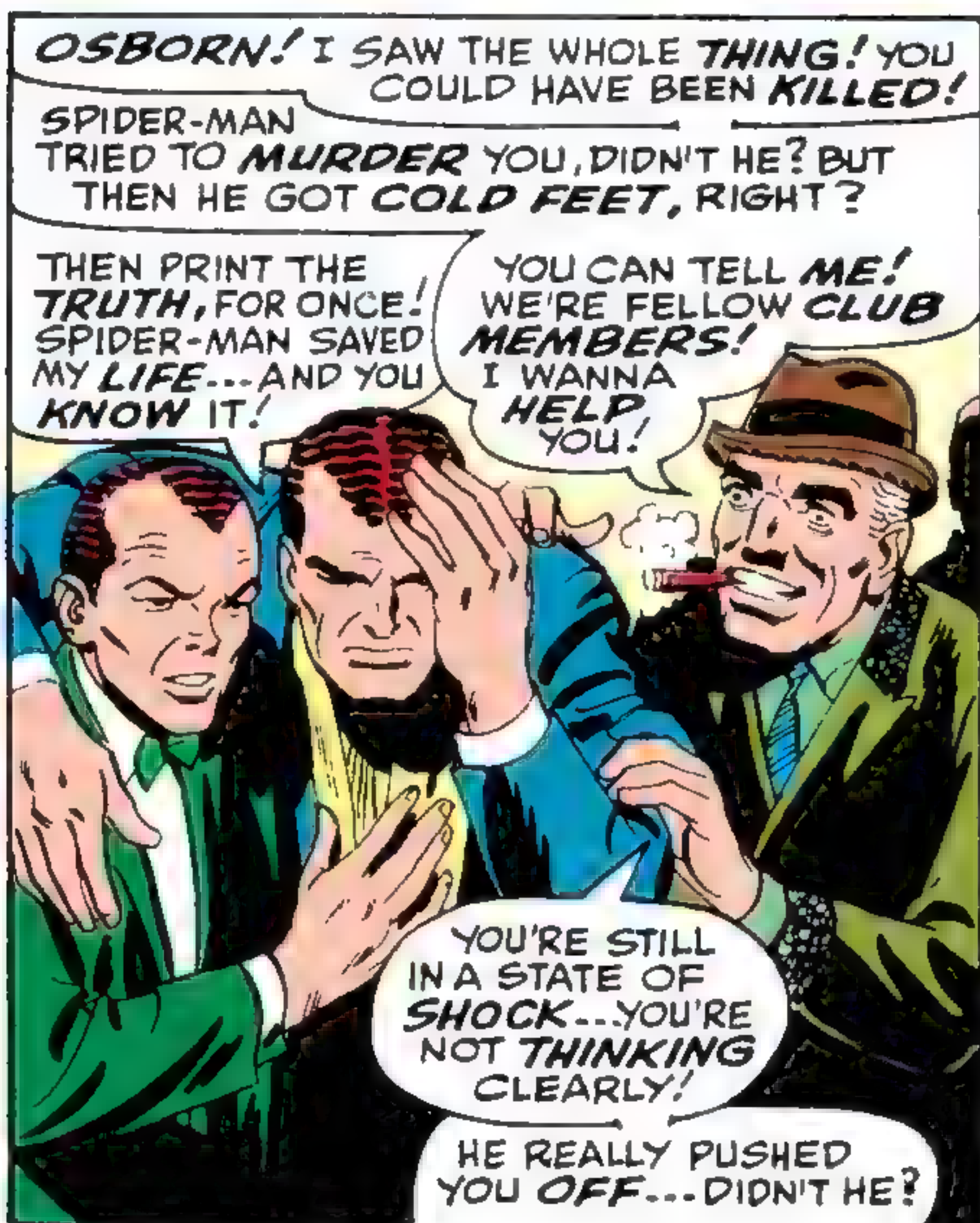
I--I THOUGHT I WAS DONE FOR-- AND THEN--FROM OUT OF NOWHERE--

AND MAYBE IT'S JUST AS WELL!

EASY, DAD... EASY NOW...

DIDJA SEE HIM? DIDJA SEE OL' SPIDEY IN ACTION?!!

HE'S THE GREATEST!



OSBORN! I SAW THE WHOLE THING! YOU COULD HAVE BEEN KILLED!

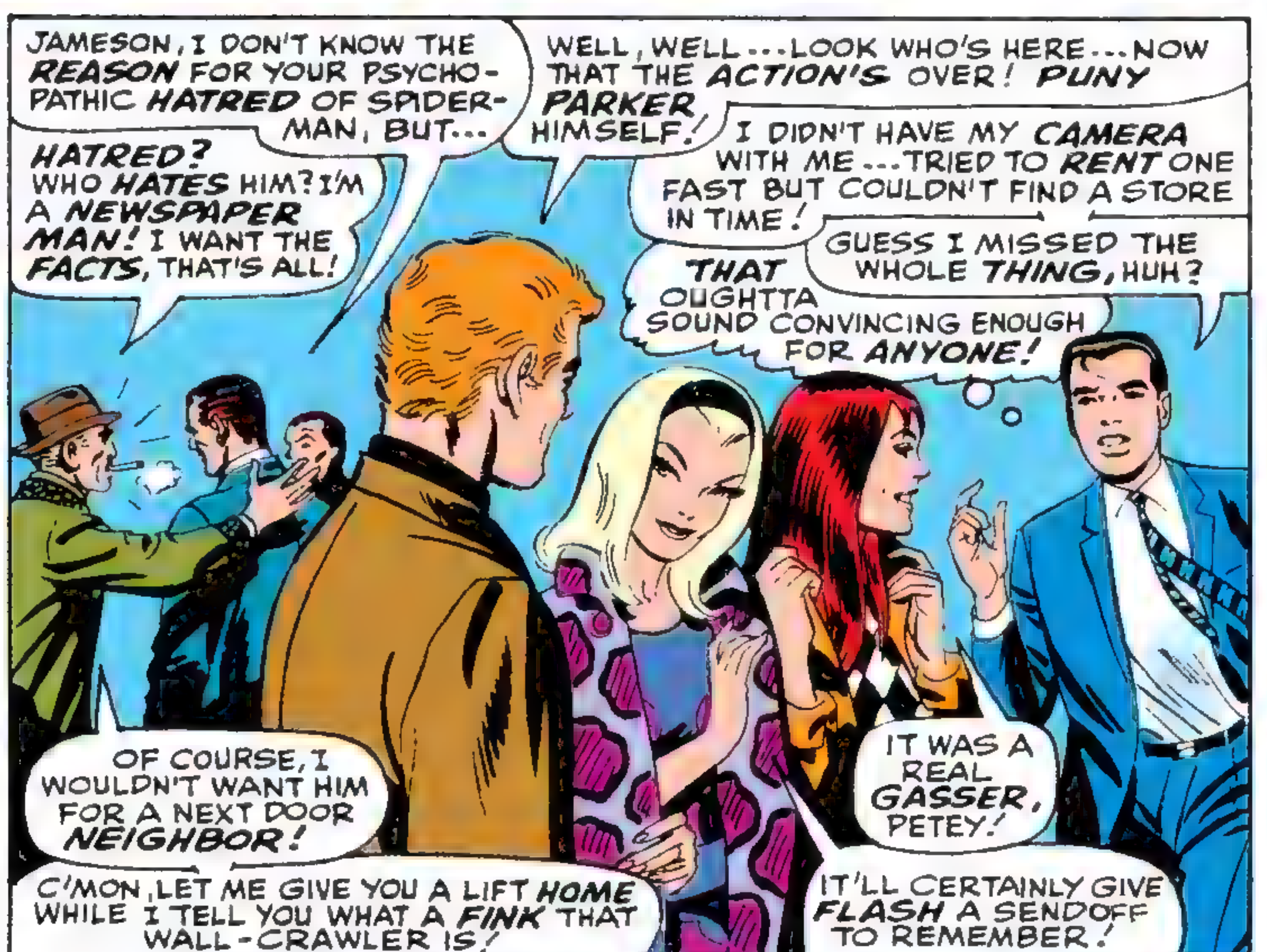
SPIDER-MAN TRIED TO MURDER YOU, DIDN'T HE? BUT THEN HE GOT COLD FEET, RIGHT?

THEN PRINT THE TRUTH, FOR ONCE! SPIDER-MAN SAVED MY LIFE-- AND YOU KNOW IT!

YOU CAN TELL ME! WE'RE FELLOW CLUB MEMBERS! I WANNA HELP YOU!

YOU'RE STILL IN A STATE OF SHOCK... YOU'RE NOT THINKING CLEARLY!

HE REALLY PUSHED YOU OFF... DIDN'T HE?



JAMESON, I DON'T KNOW THE REASON FOR YOUR PSYCHOPATHIC HATRED OF SPIDER-MAN, BUT...

WELL, WELL... LOOK WHO'S HERE... NOW THAT THE ACTION'S OVER! PUNY PARKER HIMSELF!

HATRED? WHO HATES HIM? I'M A NEWSPAPER MAN! I WANT THE FACTS, THAT'S ALL!

I DIDN'T HAVE MY CAMERA WITH ME... TRIED TO RENT ONE FAST BUT COULDN'T FIND A STORE IN TIME!

THAT OUGHTTA SOUND CONVINCING ENOUGH FOR ANYONE!

GUESS I MISSED THE WHOLE THING, HUH?

OF COURSE, I WOULDN'T WANT HIM FOR A NEXT DOOR NEIGHBOR!

C'MON, LET ME GIVE YOU A LIFT HOME WHILE I TELL YOU WHAT A FINK THAT WALL-CRAWLER IS!

IT WAS A REAL GASSER, PETEY!

IT'LL CERTAINLY GIVE FLASH A SENDOFF TO REMEMBER!



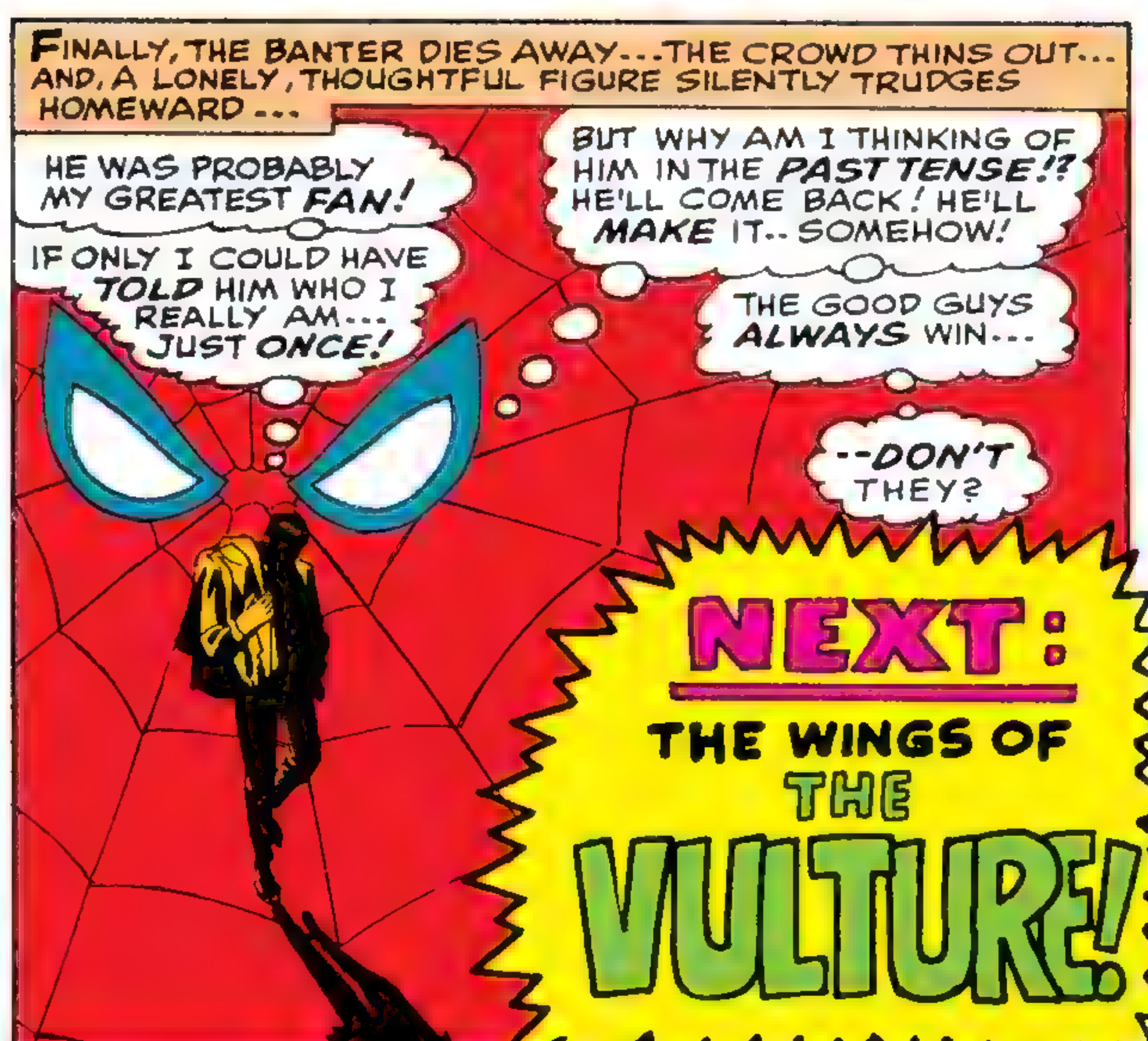
THAT'S RIGHT... I ALMOST FORGOT... YOU LEAVE TOMORROW... FOR THE SERVICE!

I WANNA WISH YOU ALL THE BEST, FLASH! SOMETHING TELLS ME YOU'VE GOT WHAT IT TAKES TO COME OUT ON TOP, FELLA... AND I'M BETTIN' YOU DO!

Y'KNOW SOMETHIN', PARKER? EVERY SO OFTEN I FIGGER YOU'RE NOT AS SQUARE AS I THOUGHT!

TAKE GOOD CARE OF THE CHICKS FOR OL' FLASHEROO WHILE I'M GONE, HEAR?

HOPE I'M NOT SQUEEZIN' YOUR HAND TOO HARD... 'CAUSE A SPIDER-MAN YOU AIN'T!



FINALLY, THE BANTER DIES AWAY... THE CROWD THINS OUT... AND, A LONELY, THOUGHTFUL FIGURE SILENTLY TRUDGES HOMEWARD...

HE WAS PROBABLY MY GREATEST FAN!

IF ONLY I COULD HAVE TOLD HIM WHO I REALLY AM... JUST ONCE!

BUT WHY AM I THINKING OF HIM IN THE PAST TENSE!? HE'LL COME BACK! HE'LL MAKE IT.. SOMEHOW!

THE GOOD GUYS ALWAYS WIN...

--DON'T THEY?

**NEXT:**

THE WINGS OF THE

**VULTURE!**





# *the* AMAZING SPIDER-MAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

**MARVEL**  
**COMICS**  
**GROUP**  
**12¢** **48**  
IND. MAY

**THE**  
**VULTURE'S**  
**BACK---**  
**AND**  
**SPIDEY'S**  
**GOT 'IM!**



# THE AMAZING SPIDER-MAN!

## "THE WINGS OF THE VULTURE!"

NOW THAT MY **PETER PARKER** DUDS ARE SAFELY STASHED AWAY, IT'S **WEB-SWINGIN'** TIME AGAIN!

IF **KRAVEN, THE HUNTER** IS STILL IN THE CITY, I'VE GOT TO KEEP **SEARCHING** TILL I **FIND** HIM!

CAN'T LET THAT **TIN-HORN TARZAN** GO THROUGH LIFE THINKING HE'S **BEATEN** ME! \* EVEN A **STARRY-EYED SPIDER-MAN** HAS HIS **PRIDE**!

BUT IF THIS **COLD SPELL** DOESN'T BREAK UP SOON, I'M LIABLE TO BE THE ONLY **WEB-CRAWLER** IN TOWN WEARING A **MUFFLER... AND MITTENS!**

THESE LONG-UNDERWEAR RAGS ARE GREAT FOR THE **SUPER HERO IMAGE..** BUT A FELLA CAN FREEZE TO DEATH IN WEATHER LIKE THIS!

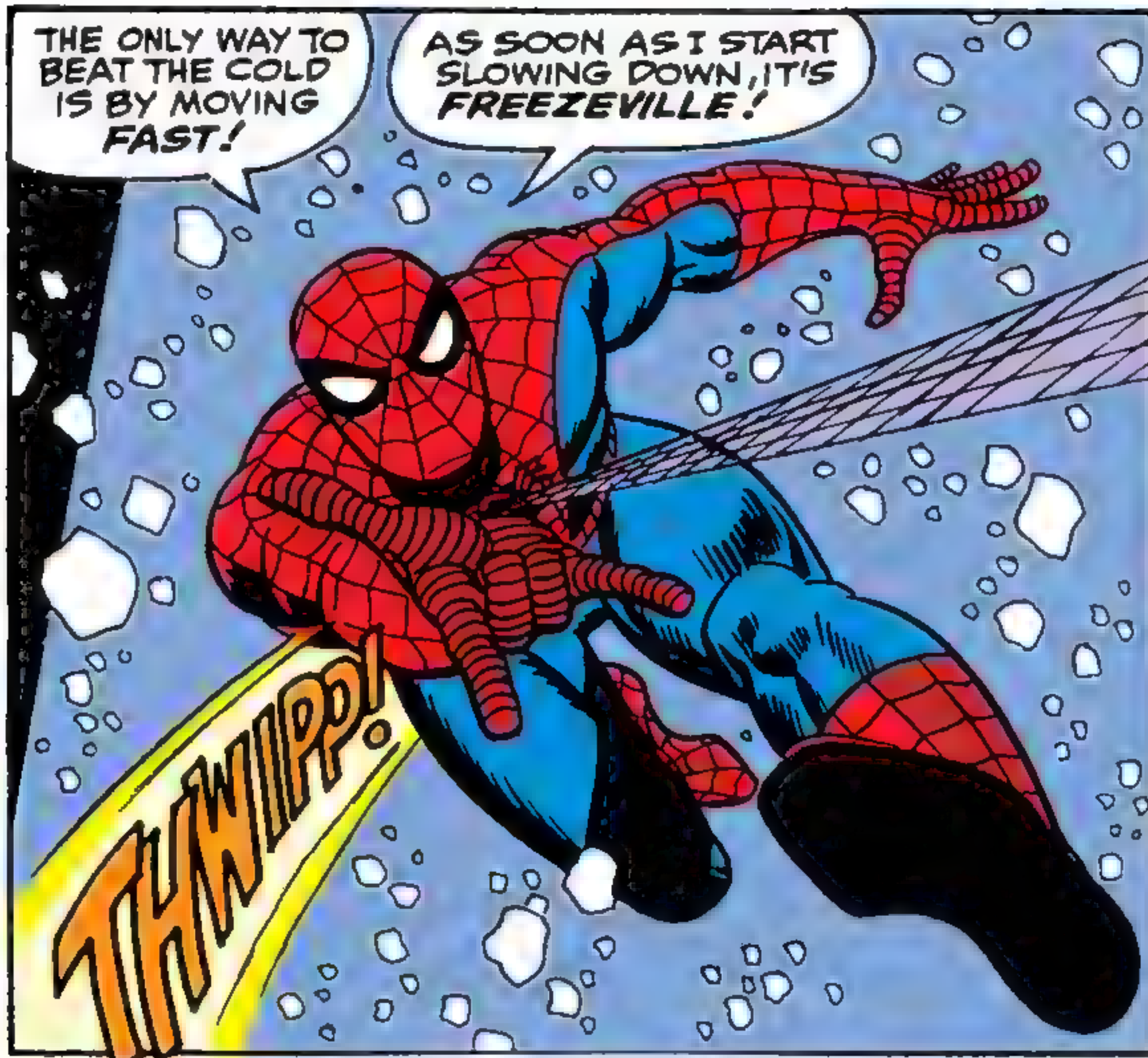
AND, AS IF THE **COLD** ISN'T BAD ENOUGH, THE HEAVY **SNOWFALL** IS MUFFLING MY **SPIDEY SENSE**, MAKING IT TOUGHER THAN EVER TO LATCH ONTO **KRAVEN!**

BUT I CAN'T QUIT **NOW!** I'VE GOT A FEELING THAT THE **DEADLIEST FIGHT** OF MY LIFE WILL SOON BE COMING UP!

AN AWESOME AGGREGATION OF AIRBORNE THRILLS BY: SMILIN' JAZZY **STAN LEE** and **JOHNNY ROMITA**  
LEARNEDLY LETTERED BY: WHAMMY **SAMMY ROSEN**

\* IF YOU DIDN'T READ ALL ABOUT IT LAST ISH, WE'RE BEGINNING TO LOSE PATIENCE WITH YOU! ... **STERN STAN!**





THE ONLY WAY TO BEAT THE COLD IS BY MOVING FAST!

AS SOON AS I START SLOWING DOWN, IT'S FREEZEVILLE!



WITH THE PRICE OF WEBBING NOWADAYS, I'D BETTER START CONSERVING IT!

NO SENSE SWINGING OVER A ROOFTOP WHEN I CAN JUST AS EASILY LEAP IT!

BUT ALL I'M GETTING IS EXERCISE! IF KRAVEN IS ANYWHERE WITHIN MILES OF HERE, YOU CAN'T PROVE IT BY ME!



WOW! I'VE TRAVELED FURTHER THAN I THOUGHT!

I REACHED ALL THE WAY TO THE MUNICIPAL PRISON! ...AND I'M NOT GONNA SWING OVER THAT WALL!

WONDER HOW MANY NON-PAYING GUESTS IN THERE WOULD LIKE TO GET THEIR HANDS ON THIS OL' WEB-HEAD?

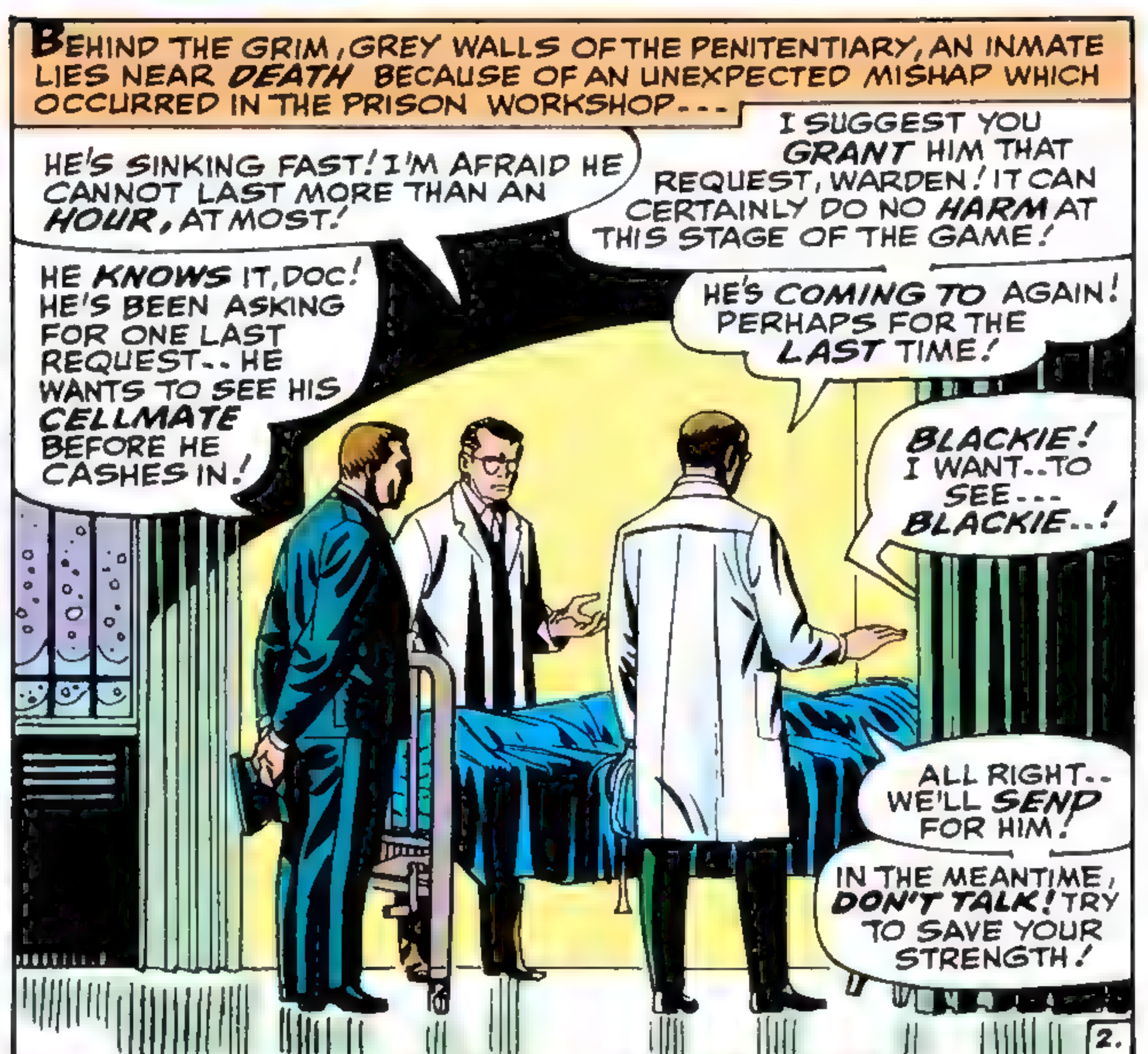
I'M PROBABLY THE BEST TALENT SCOUT THAT PLACE EVER HAD!



WELL, I LIKE WINTER SPORTS AS MUCH AS THE NEXT GUY... BUT THIS IS GETTING RIDICULOUS!

KRAVEN'LL HAVE TO WAIT WHILE I GO HOME AND HIT THE SACK!

BUT AS SPIDEY SWINGS AWAY, LITTLE DOES HE DREAM...



BEHIND THE GRIM, GREY WALLS OF THE PENITENTIARY, AN INMATE LIES NEAR DEATH BECAUSE OF AN UNEXPECTED MISHAP WHICH OCCURRED IN THE PRISON WORKSHOP...

HE'S SINKING FAST! I'M AFRAID HE CANNOT LAST MORE THAN AN HOUR, AT MOST!

I SUGGEST YOU GRANT HIM THAT REQUEST, WARDEN! IT CAN CERTAINLY DO NO HARM AT THIS STAGE OF THE GAME!

HE KNOWS IT, DOC! HE'S BEEN ASKING FOR ONE LAST REQUEST... HE WANTS TO SEE HIS CELLMATE BEFORE HE CASHES IN!

HE'S COMING TO AGAIN! PERHAPS FOR THE LAST TIME!

BLACKIE! I WANT... TO SEE... BLACKIE...!

ALL RIGHT... WE'LL SEND FOR HIM!

IN THE MEANTIME, DON'T TALK! TRY TO SAVE YOUR STRENGTH!





I'LL **SAVE** IT, ALL RIGHT! I WON'T CASH IN...UNTIL I MAKE SURE...THAT **BLACKIE**...WILL **FINISH** THE JOB...I STARTED...

MY SENTENCE...WOULD HAVE BEEN **UP**...IN ANOTHER MONTH! THAT'S WHY...I NEVER TRIED TO **ESCAPE**! I WAS... A **FOOL**...!

BUT... IT'S **NOT** TOO LATE! **BLACKIE** CAN CARRY ON... WHERE...THE **VULTURE** LEFT OFF!



**MINUTES LATER**, A SCOWLING CON REACHES THE QUIET ROOM UNDER HEAVY GUARD...

YOU'VE GOT **FIVE MINUTES**, MISTER...SO MAKE THE **MOST** OF 'EM!

IT'S A **MIRACLE** HE'S MANAGED TO STAY ALIVE **THIS** LONG AFTER THAT ACCIDENT IN THE WORK-SHOP! HE'S HANGING ON BY A **THREAD**!

YOU MAY GO IN NOW!

YEAH, SURE, DOC! I'LL DO THAT LITTLE THING!



AWRIGHT, VULTURE...THIS IS YOUR **LAST CHANCE**! YOU GONNA TELL ME WHAT I WANNA **KNOW**...OR LET IT JUST DIE **WITH** YA?

YOU **WIN**, BLACKIE!...SOMEONE HAS TO...CARRY ON FOR ME!

BEND CLOSER...NO-BODY MUST HEAR THIS...EXCEPT **YOU**...!

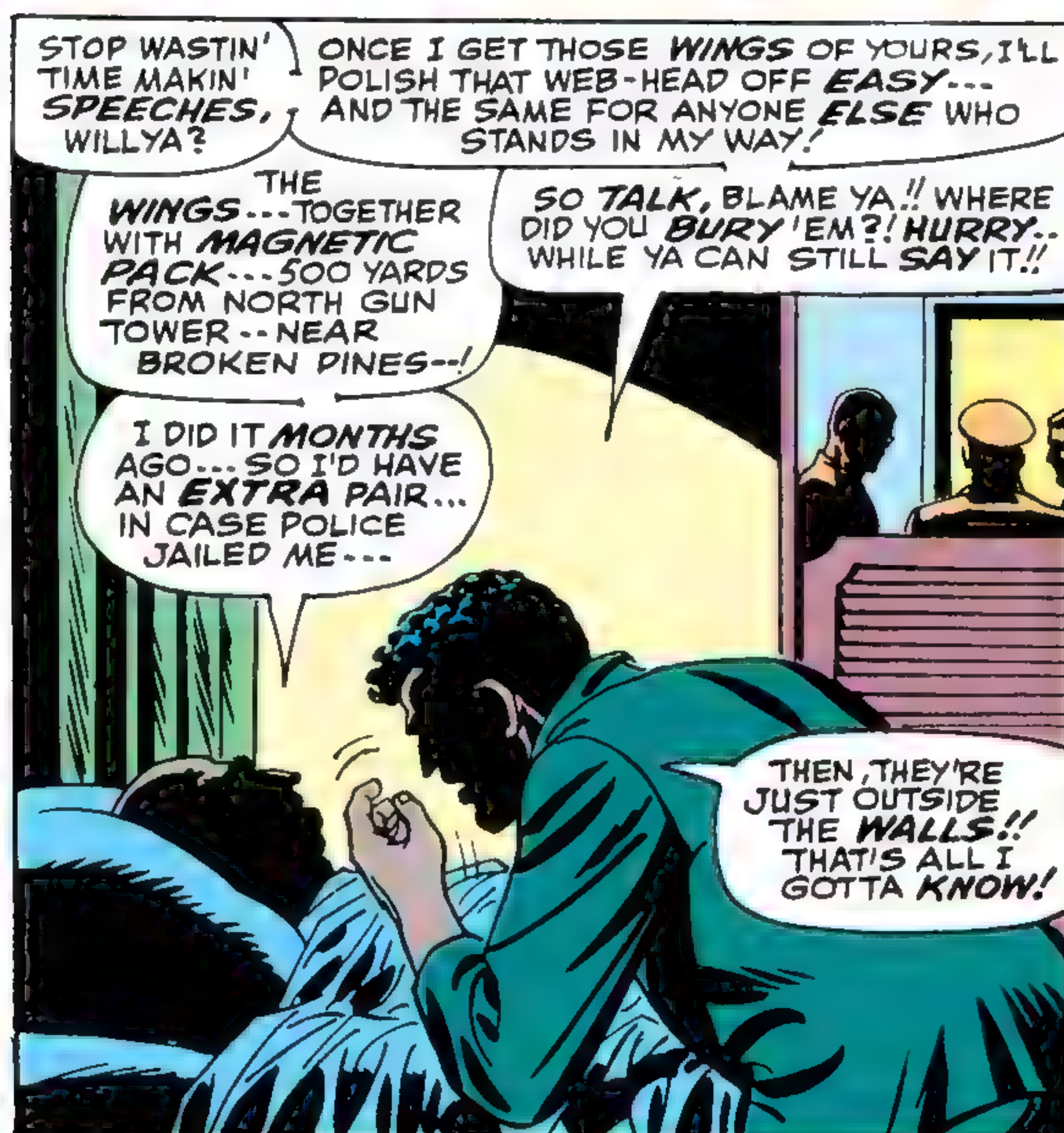


YOU'VE **HOUNDED** ME...FOR MONTHS...TO TELL YOU...WHERE I BURIED...MY LAST PAIR...OF **VULTURE WINGS**...!

I SWORE...YOU'D **NEVER** GET IT...OUT OF ME! BUT NOW... I **MUST** TELL YOU...!

FOR ONLY HE...WHO WEARS THE **VULTURE'S WINGS**...WILL POSSESS THE POWER...TO DESTROY **SPIDER-MAN**!

AND, SPIDER-MAN **MUST** BE DE-STROYED!! HE **MUST**...!!! HE **MUST**!



STOP WASTIN' TIME MAKIN' **SPEECHES**, WILLYA?

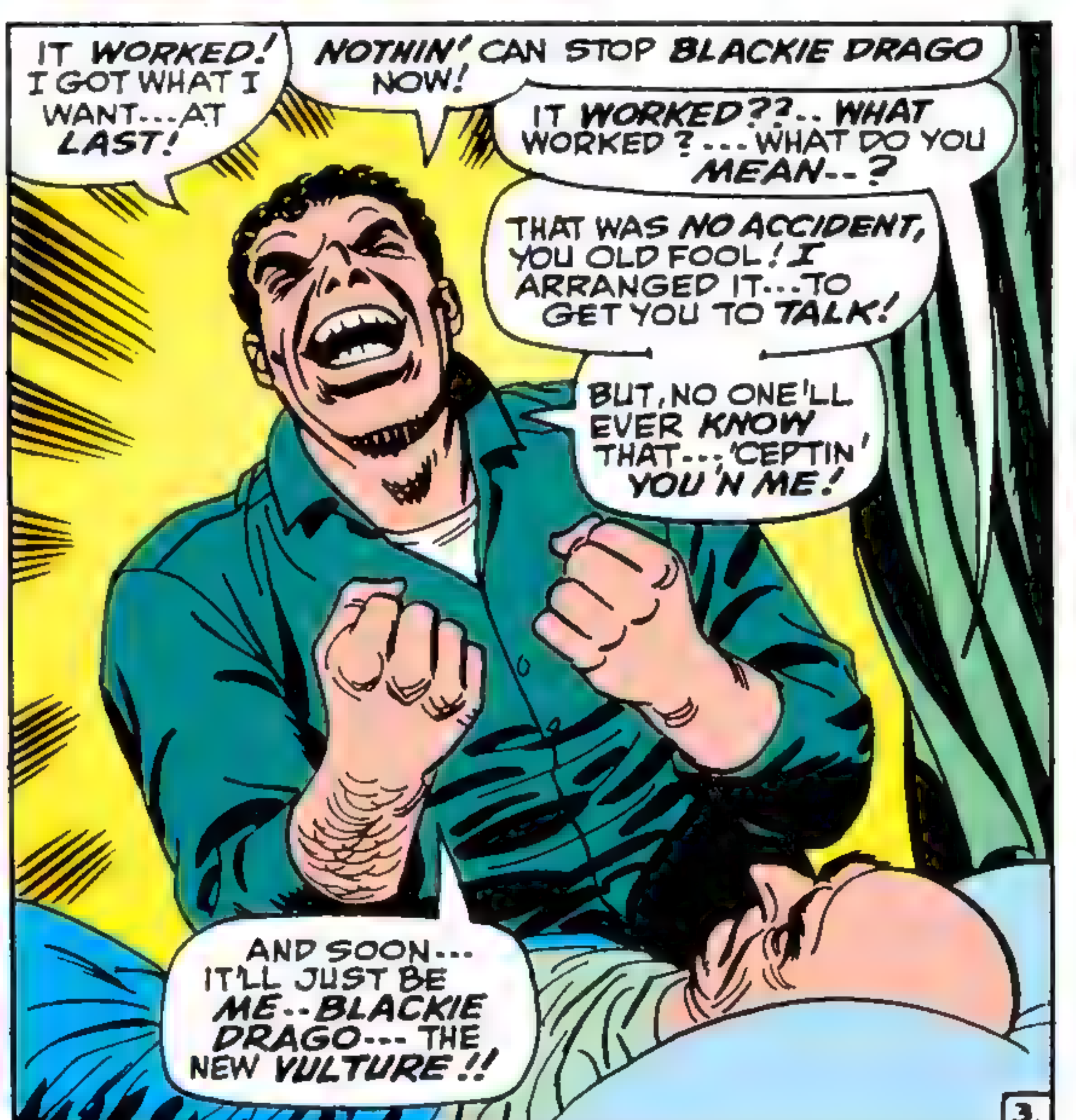
ONCE I GET THOSE **WINGS** OF YOURS, I'LL POLISH THAT WEB-HEAD OFF **EASY**... AND THE SAME FOR ANYONE **ELSE** WHO STANDS IN MY WAY!

THE **WINGS**...TOGETHER WITH **MAGNETIC PACK**...500 YARDS FROM NORTH GUN TOWER--NEAR **BROKEN PINES**--!

SO TALK, BLAME YA!! WHERE DID YOU **BURY** 'EM?! **HURRY**... WHILE YA CAN STILL SAY IT!!

I DID IT **MONTHS** AGO... SO I'D HAVE AN **EXTRA PAIR**... IN CASE POLICE JAILED ME...

THEN, THEY'RE JUST OUTSIDE THE **WALLS**!! THAT'S ALL I GOTTA **KNOW**!



IT **WORKED**! I GOT WHAT I WANT...AT **LAST**!

**NOTHIN'** CAN STOP **BLACKIE DRAGO** NOW!

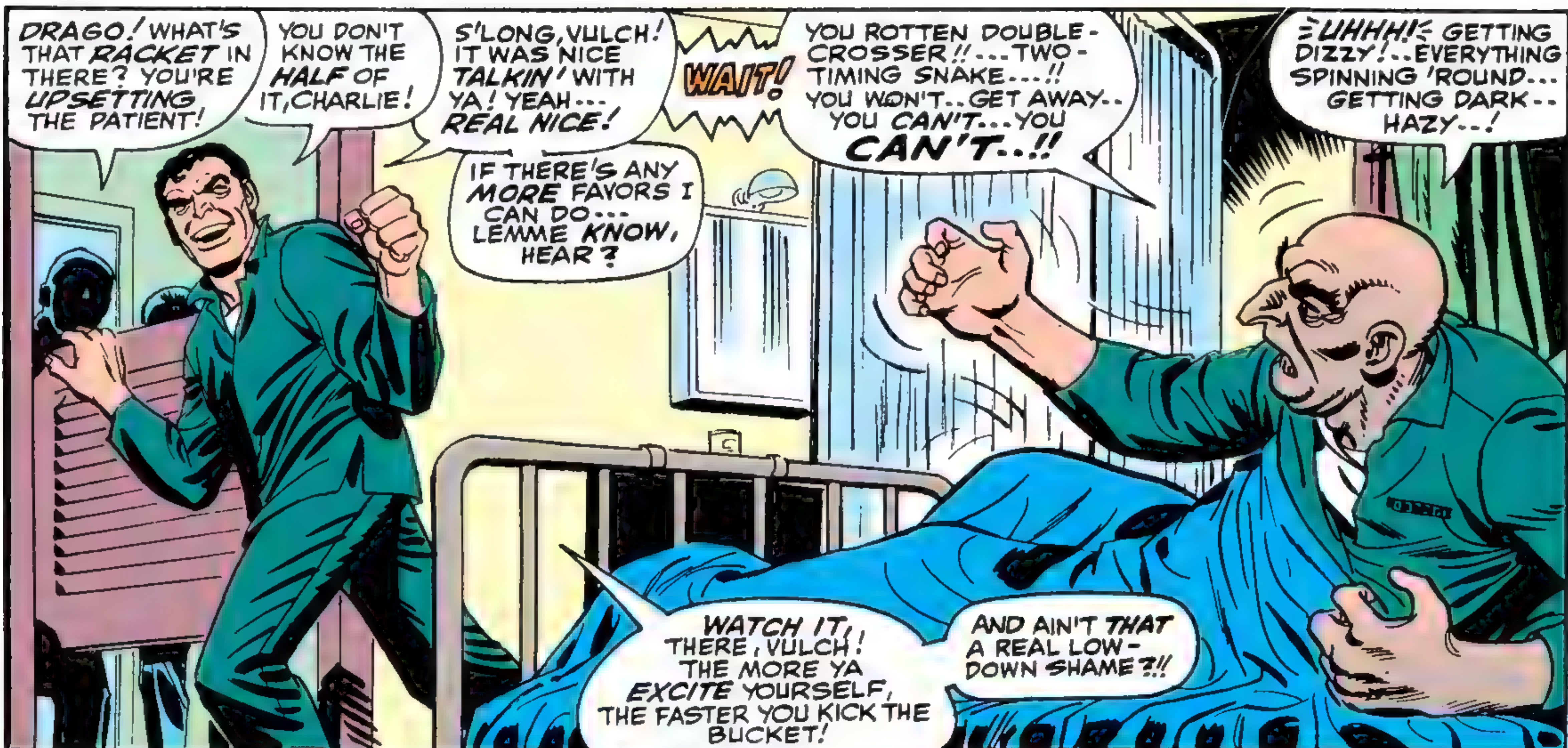
IT **WORKED**??... WHAT WORKED?...WHAT DO YOU **MEAN**--?

THAT WAS NO ACCIDENT, YOU OLD FOOL! I **ARRANGED** IT...TO GET YOU TO TALK!

BUT, NO ONE'LL EVER **KNOW** THAT... 'CEPT' YOU 'N ME!

AND SOON... IT'LL JUST BE **ME**--**BLACKIE DRAGO**-- THE **NEW VULTURE**!!





DRAGO! WHAT'S THAT RACKET IN THERE? YOU'RE UPSETTING THE PATIENT!

YOU DON'T KNOW THE HALF OF IT, CHARLIE!

S'LONG, VULCH! IT WAS NICE TALKIN' WITH YA! YEAH... REAL NICE!

IF THERE'S ANY MORE FAVORS I CAN DO... LEMME KNOW, HEAR?

WAIT!

YOU ROTTEN DOUBLE-CROSSER!!... TWO-TIMING SNAKE...!! YOU WON'T... GET AWAY... YOU CAN'T...!!

UHHH!! GETTING DIZZY!... EVERYTHING SPINNING 'ROUND... GETTING DARK... HAZY...!

WATCH IT, THERE, VULCH! THE MORE YA EXCITE YOURSELF, THE FASTER YOU KICK THE BUCKET!

AND AIN'T THAT A REAL LOW-DOWN SHAME?!!

THEY SAY A DYING MAN OFTEN SEES HIS ENTIRE LIFE PASS BEFORE HIM IN HIS FEW REMAINING SECONDS...!

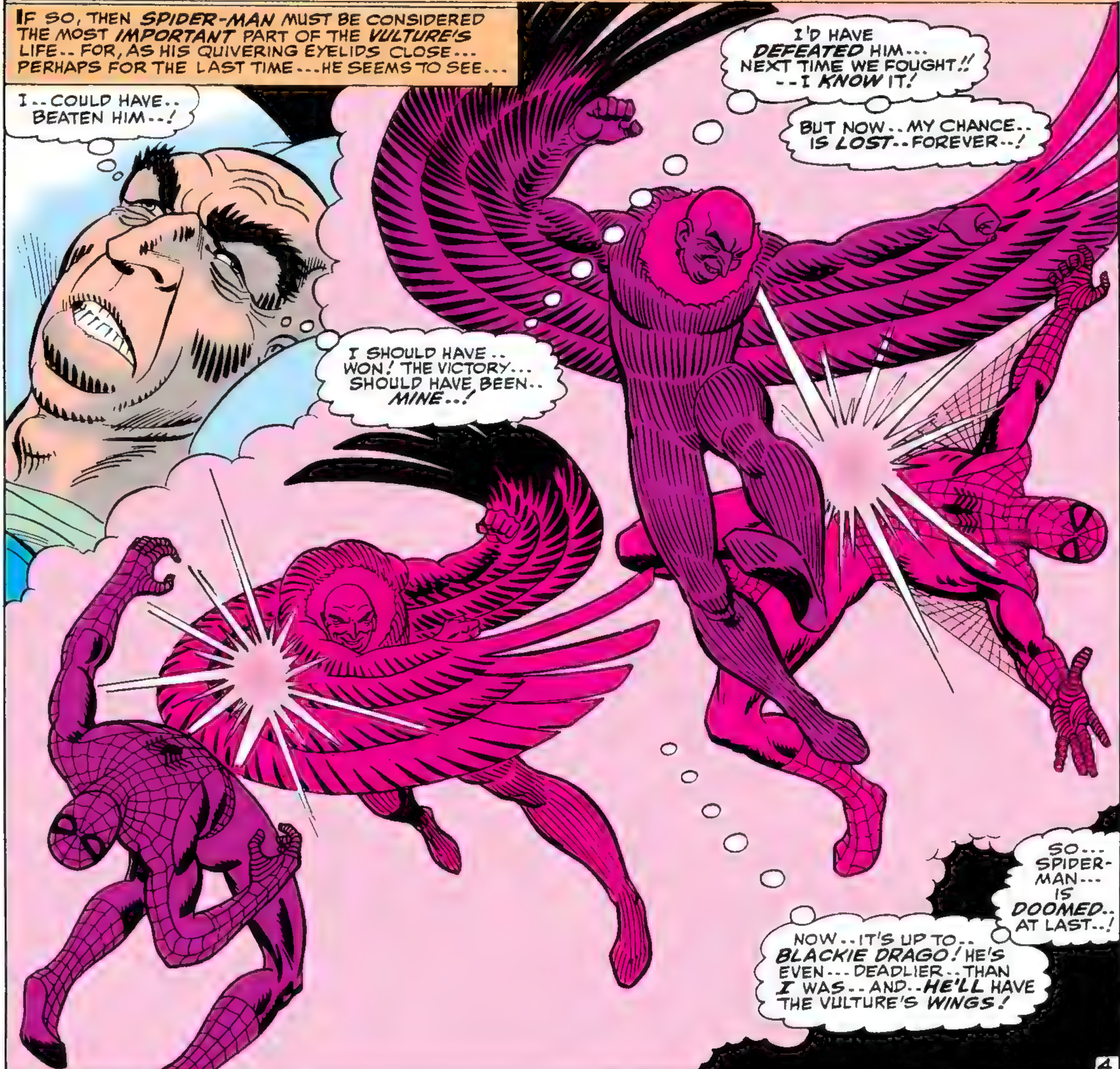
IF SO, THEN SPIDER-MAN MUST BE CONSIDERED THE MOST IMPORTANT PART OF THE VULTURE'S LIFE... FOR, AS HIS QUIVERING EYELIDS CLOSE... PERHAPS FOR THE LAST TIME... HE SEEMS TO SEE...

I... COULD HAVE... BEATEN HIM...!

I'D HAVE DEFEATED HIM... NEXT TIME WE FOUGHT!! -- I KNOW IT!

BUT NOW... MY CHANCE... IS LOST... FOREVER...!

I SHOULD HAVE... WON! THE VICTORY... SHOULD HAVE BEEN... MINE...!



SO... SPIDER-MAN... IS DOOMED... AT LAST...!

NOW... IT'S UP TO... BLACKIE DRAGO! HE'S EVEN... DEADLIER... THAN I WAS... AND... HE'LL HAVE THE VULTURE'S WINGS!



A SHORT TIME LATER, **BLACKIE DRAGO** TAKES THE MOST DESPERATE GAMBLE OF HIS ENTIRE, SORDID CAREER...

IT TOOK ME YEARS TO GET TO BE A **TRUSTEE**... TO BE ALLOWED TO MOVE AROUND INSIDE THE **GATES** LIKE THIS!

IF I FAIL NOW... I LOSE EVERYTHING... MY PRIVILEGES... MY CHANCE FOR PAROLE... **EVERYTHING!**

BUT STILL... I GOTTA DO IT!

IF I CAN GET AWAY WITH THIS, I'LL BE **UNSTOPPABLE!**

**THOP!**

THERE'S NO ONE **LIVIN'** WHO CAN STOP A MAN WITH **WINGS!**

SWEET DREAMS, MAC! I NEED THAT HEAP A LOT MORE THAN YOU DO!

SO FAR, SO GOOD!

ONCE I GET THROUGH THE **GATES**, ALL I HAVE TO DO IS DIG UP THE **VULTURE'S WINGS!**

MIGHT AS WELL GIVE 'ER THE **GUN!** IT DON'T MATTER IF THEY HEAR ME NOW OR NOT!

**SCREEEEEEEE!**

IT WAS **BLACKIE DRAGO!!** I'D RECOGNIZE THAT COLD, RASPING VOICE ANYWHERE!

HE MUST BE OUT OF HIS MIND TO TRY A TRICK LIKE THAT--!

ONCE I REACH THAT **PHONE**, HE WON'T EVEN MAKE IT TO THE FIRST MAIN ROAD!

GO ON... **HOOT!** GIT YOUR **MONEY'S** WORTH OUTTA THAT CRUMMY **SIREN**, FOR ALL THE GOOD IT'LL DO YA!

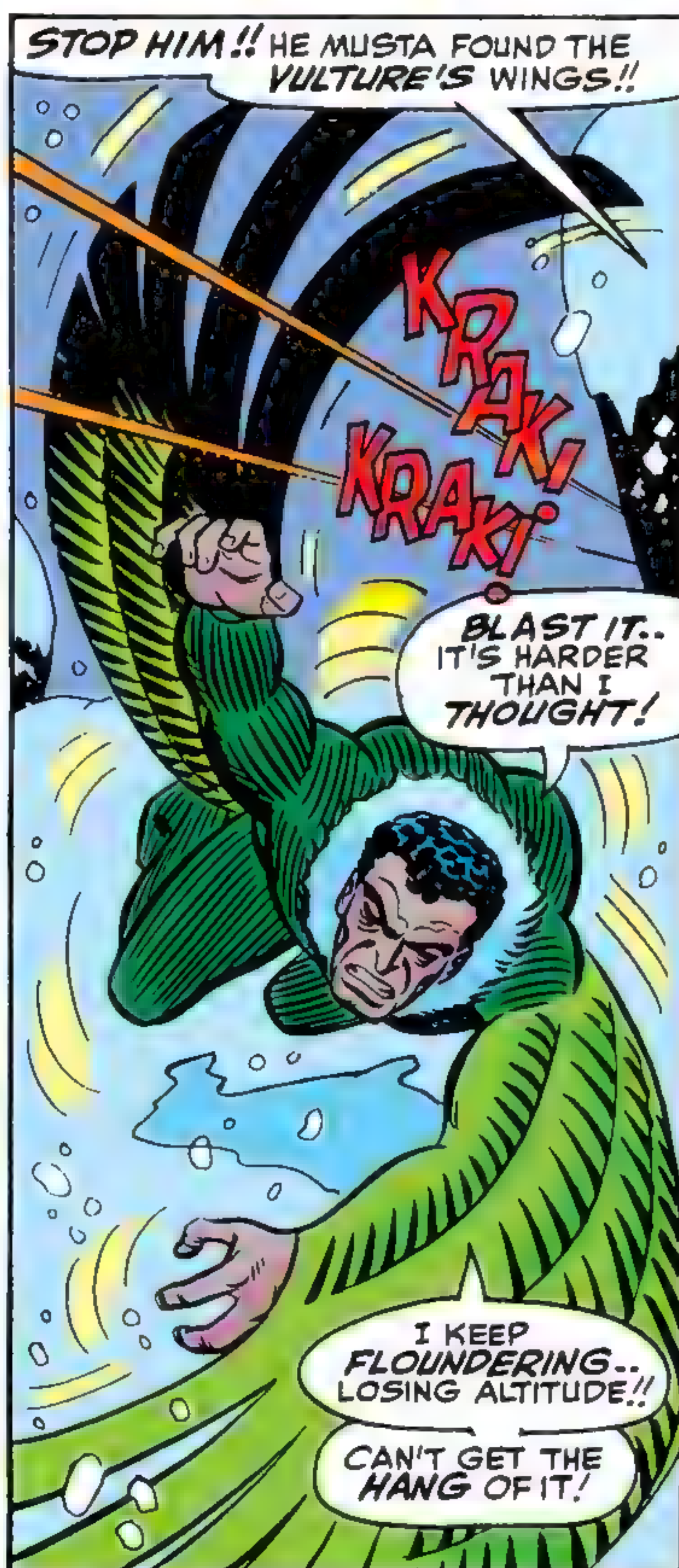
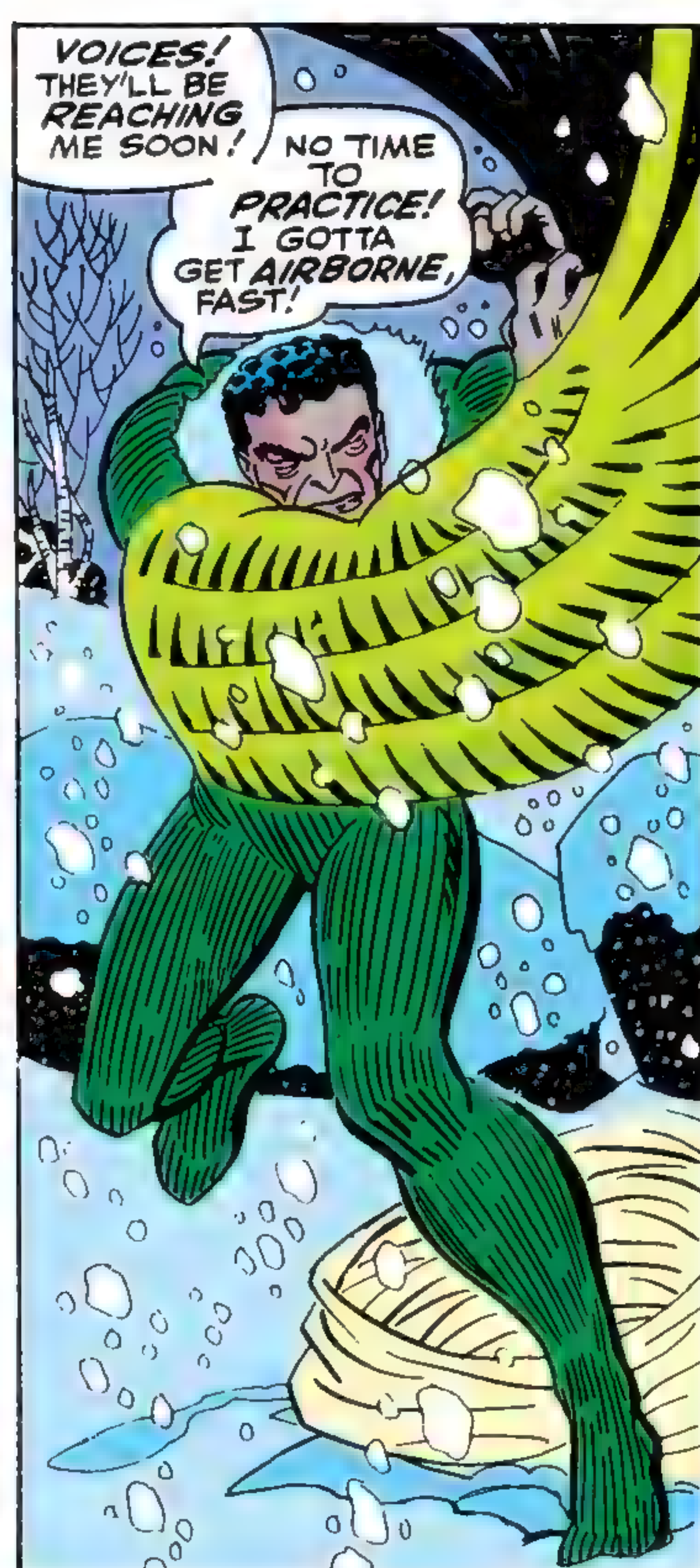
ALL I GOTTA DO IS GO **500 YARDS** FROM THE NORTH **GUN TOWER**--!

**WHOOOOOOO!**

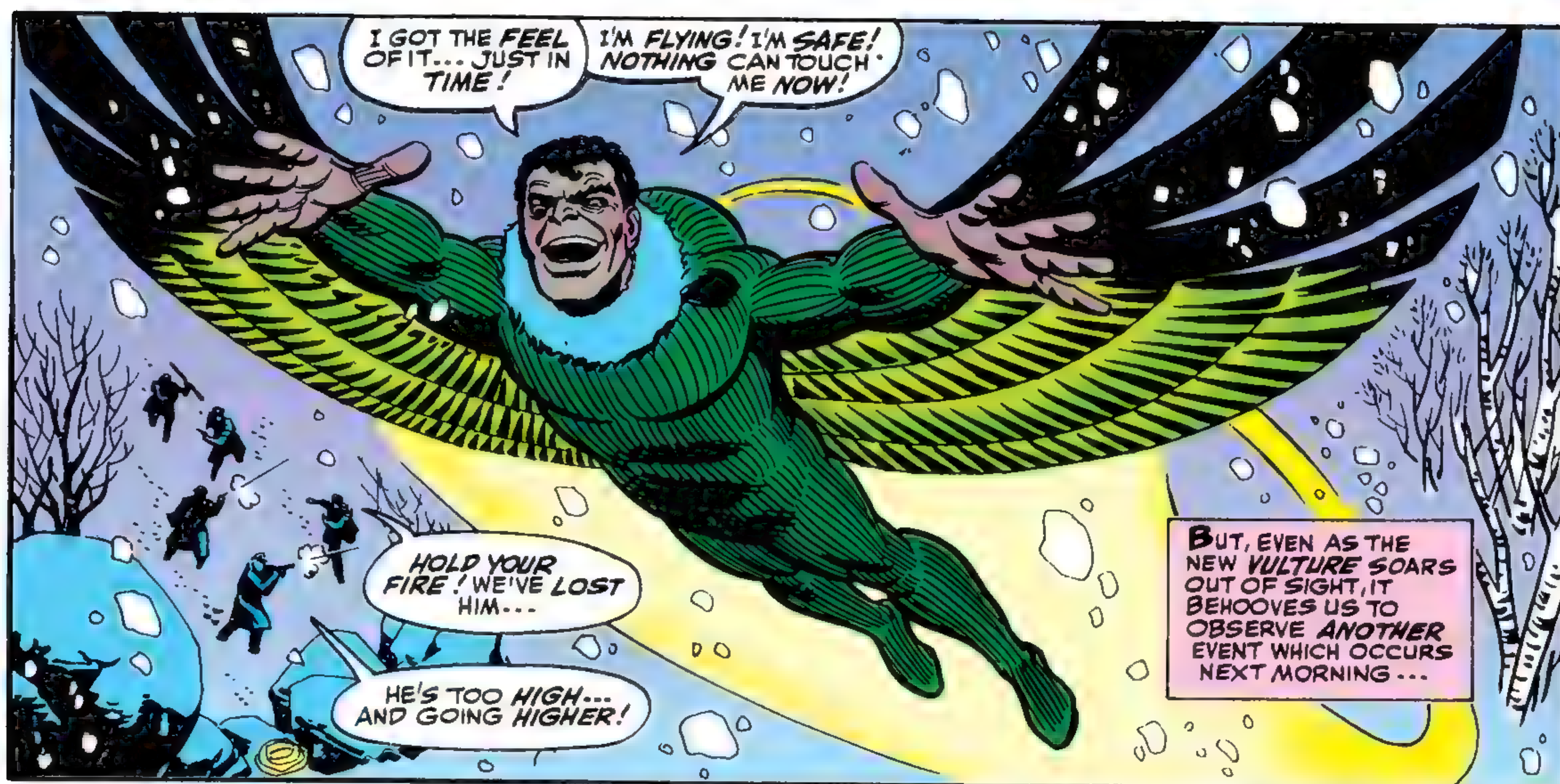
NOTHIN' CAN CATCH UP TO ME BEFORE I GRAB THE **VULTURE'S WINGS!**

AND ONCE I DO... THE WHOLE **BLAMED** WORLD WILL BE MINE... JUST FOR THE **TAKING!**









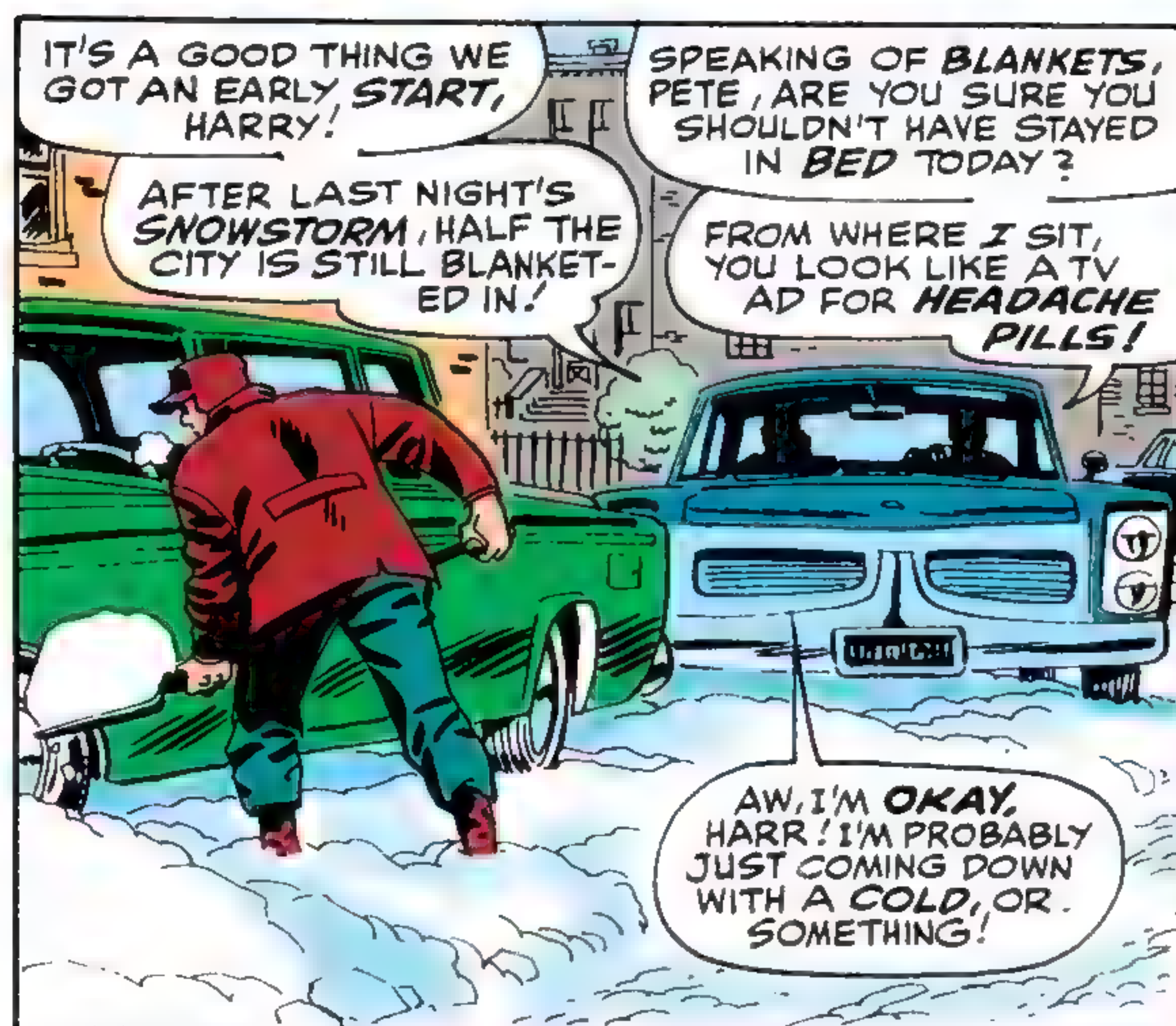
I GOT THE FEEL OF IT... JUST IN TIME!

I'M FLYING! I'M SAFE! NOTHING CAN TOUCH ME NOW!

HOLD YOUR FIRE! WE'VE LOST HIM...

HE'S TOO HIGH... AND GOING HIGHER!

BUT, EVEN AS THE NEW VULTURE SOARS OUT OF SIGHT, IT BEHOOVES US TO OBSERVE ANOTHER EVENT WHICH OCCURS NEXT MORNING...



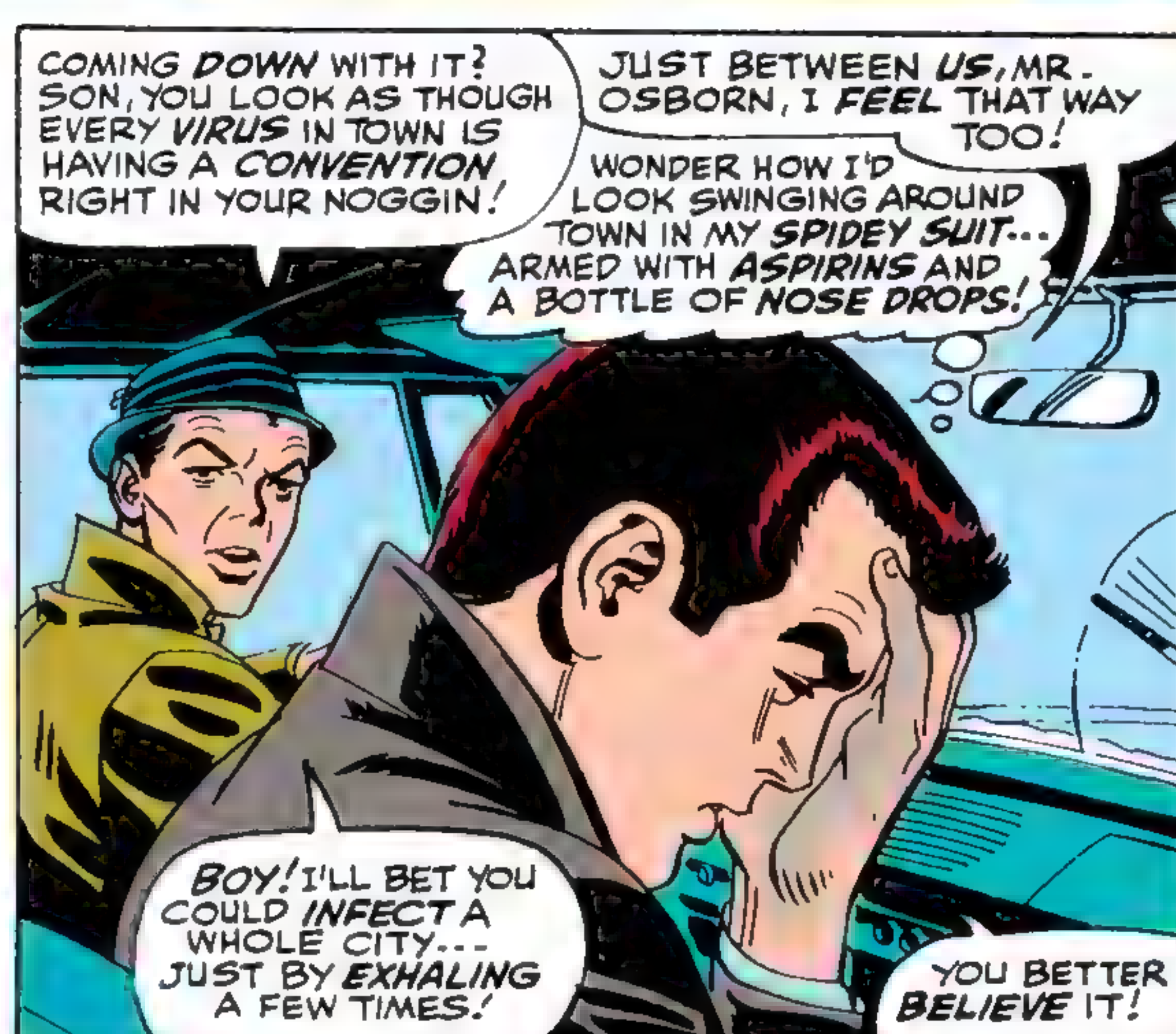
IT'S A GOOD THING WE GOT AN EARLY START, HARRY!

AFTER LAST NIGHT'S SNOWSTORM, HALF THE CITY IS STILL BLANKET-ED IN!

SPEAKING OF BLANKETS, PETE, ARE YOU SURE YOU SHOULDN'T HAVE STAYED IN BED TODAY?

FROM WHERE I SIT, YOU LOOK LIKE A TV AD FOR HEADACHE PILLS!

AW, I'M OKAY, HARR! I'M PROBABLY JUST COMING DOWN WITH A COLD, OR SOMETHING!



COMING DOWN WITH IT? SON, YOU LOOK AS THOUGH EVERY VIRUS IN TOWN IS HAVING A CONVENTION RIGHT IN YOUR NOGGIN!

JUST BETWEEN US, MR. OSBORN, I FEEL THAT WAY TOO!

WONDER HOW I'D LOOK SWINGING AROUND TOWN IN MY SPIDEY SUIT... ARMED WITH ASPIRINS AND A BOTTLE OF NOSE DROPS!

BOY! I'LL BET YOU COULD INFECT A WHOLE CITY... JUST BY EXHALING A FEW TIMES!

YOU BETTER BELIEVE IT!



THEN, A FEW MINUTES LATER, AT GOOD OL' E.S.U....

HI, GWEN! SAY... YOU SURE LOOK GREAT WEARING YOUR HAIR THAT WAY!

WHY, THANK YOU, PETE!

IT'S JUST A CASUAL LITTLE STYLE... WHICH TOOK ALL MORNING TO ARRANGE!

OOOH BOY! JUST MY LUCK...!

GWEN'S IN A MELLOW MOOD... AND I FEEL LIKE AN ACCIDENT LOOKING FOR A PLACE TO HAPPEN!

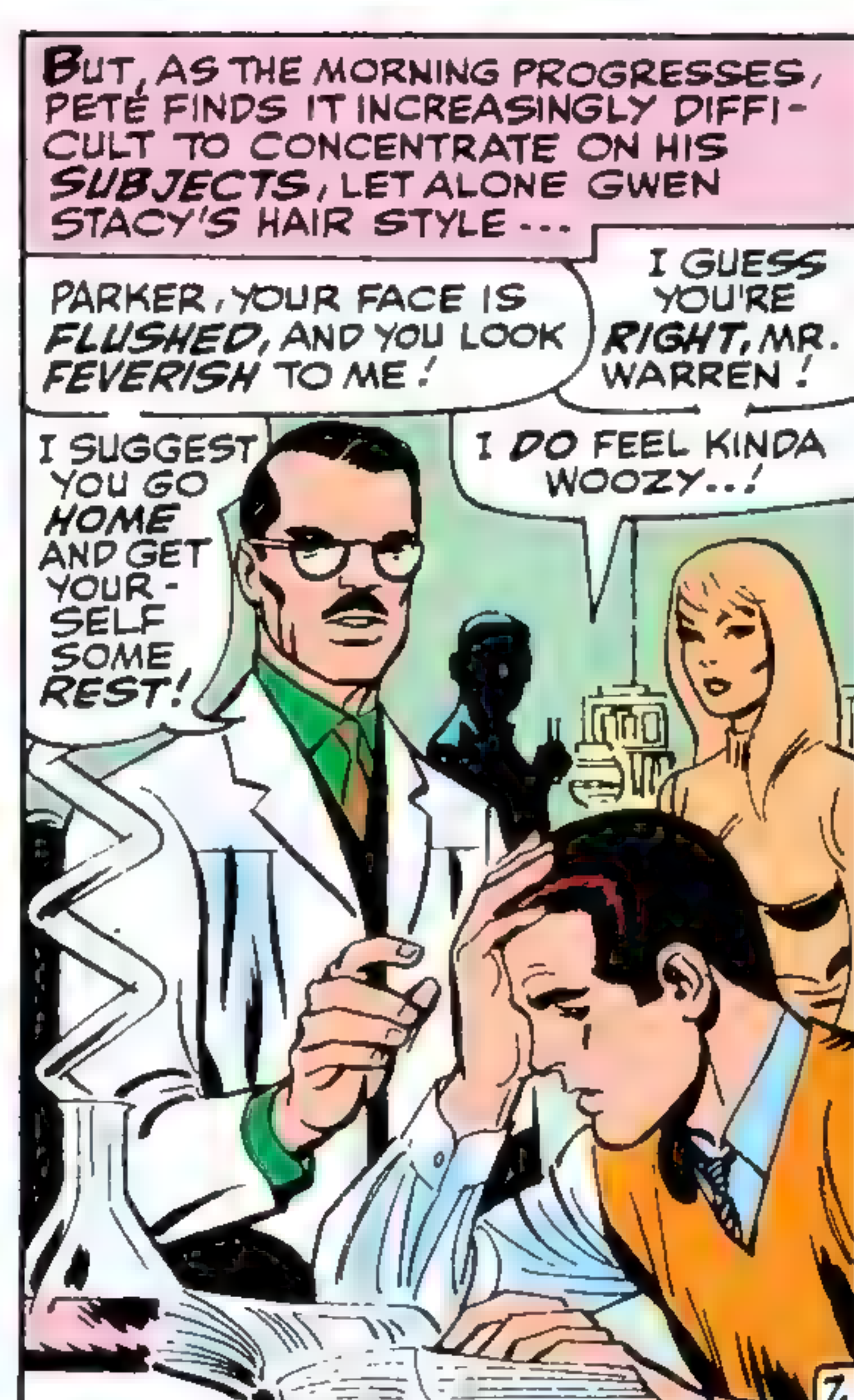


SAY! NO WONDER PETE LIKES YOUR HAIRDO, GWEN!

HARRY! HARRY! WHY MUST YOU HAVE SUCH A BIG FLAPPING MOUTH?

IT'S MORE LIKE THE WAY MARY JANE'S BEEN WEARING HERS!

OH, THAT'S RIGHT! I... HADN'T THOUGHT OF THAT!



BUT, AS THE MORNING PROGRESSES, PETE FINDS IT INCREASINGLY DIFFICULT TO CONCENTRATE ON HIS SUBJECTS, LET ALONE GWEN STACY'S HAIR STYLE...

PARKER, YOUR FACE IS FLUSHED, AND YOU LOOK FEVERISH TO ME!

I GUESS YOU'RE RIGHT, MR. WARREN!

I SUGGEST YOU GO HOME AND GET YOURSELF SOME REST!

I DO FEEL KINDA WOOLY...



AND SO, LATER THAT DAY OUR SOME-WHAT SICKLY SUPER HERO TAKES HIS EASE IN FRONT OF HUMANITY'S ALL-PURPOSE PACIFIER, AS HE HEARS...

..BEFORE BRINGING THIS NEWS PROGRAM TO A CLOSE, WE PRESENT AN EDITORIAL BY OUR SPONSOR, THE EMINENT PUBLISHER OF THE DAILY BUGLE... MR. J. JONAH JAMESON!

SHEEESH! AS IF I WASN'T SICK ENOUGH!

WELL, I MIGHT AS WELL HEAR WHAT OL' CHUCKLES HAS TO SAY...

ONCE AGAIN, EVENTS OF THE PAST WEEK HAVE PROVEN THAT SPIDER-MAN IS A DANGEROUS, DEADLY MENACE TO OUR FAIR CITY!

I MIGHT HAVE KNOWN IT! THE SAME OLD TIRED WHEEZE ALL OVER AGAIN!

FOR PROOF OF THE HARM WHICH THAT WEB-CRAWLING PUBLIC ENEMY CAN CAUSE, CONSIDER THE CASE OF KRAVEN, THE HUNTER..

HARM ??? I DARN WELL SAVED THE LIFE OF HARRY'S FATHER! \*

JJ, YOU'RE JUST TOO MUCH!

\*IT WAS ALL SPELLED OUT LAST ISH, RIGHT? YOU KNOW IT! --- SMILEY!

IF SPIDER-MAN HAD NOT INTERFERED, THE POLICE WOULD HAVE CAPTURED KRAVEN BY NOW...

INSTEAD, ANOTHER DANGEROUS KILLER NOW ROAMS OUR STREETS, THANKS TO THAT SCURRILOUS, SINISTER SUPER-HEEL!

THANK YOU, MR. JAMESON, FOR ANOTHER CANDID COMMENTARY IN YOUR FAMOUS, FEARLESS, OUTSPOKEN MANNER...!

THAT DOES IT! IF I EVER LISTEN TO THAT OLD WINDBAG AGAIN, I'LL... SAY, WAIT! WHAT'S THIS?

AND NOW, FURTHER NEWS OF LAST NIGHT'S JAILBREAK AT MUNICIPAL PRISON!

A JAIL-BREAK?!

---MOMENTS AFTER BLACKIE DRAGO MADE GOOD HIS ESCAPE, A MAN WEARING THE VULTURE'S WINGS WAS SEEN FLYING ABOVE THE AREA---

OH, NO!

IT'S NOT ENOUGH THAT KRAVEN IS STILL AT LARGE...!

NOW THERE'S A NEW VULTURE MAKING THE SCENE... AND HE'S PROBABLY A LOT YOUNGER AND STRONGER THAN THE OLD ONE!

AND NATURALLY, IT ALL HAS TO HAPPEN WHEN I FEEL LIKE A REFUGEE FROM AN OXYGEN TENT!

IF YOU SEE THIS MAN, YOU ARE URGED TO CALL OUR SPECIAL POLICE NUMBER...

OH, MY ACHIN' HEAD!

WONDER IF I SHOULD CALL THE DOCTOR?

BUT, LEST WE GET TOO MEDICINAL ABOUT THE WHOLE THING, LET'S SWITCH OUR SCENE ONCE AGAIN...

THIS NEW HELMET I'M WHIPPIN' UP OUGHTTA GIVE MY HEAD SOME EXTRA PROTECTION...

...AND ALSO, IT'LL MAKE ME LOOK SCARIER THAN EVER...

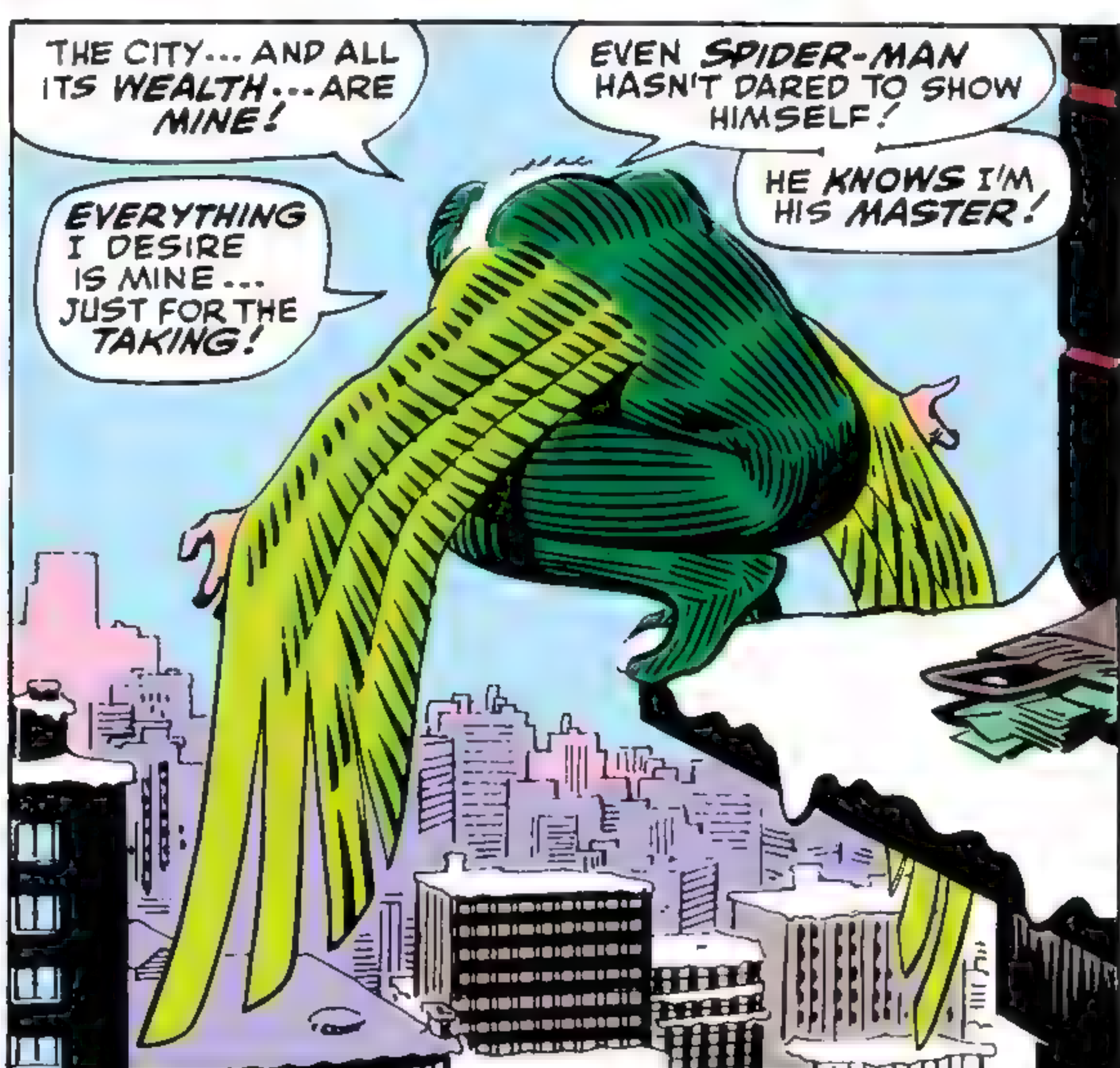
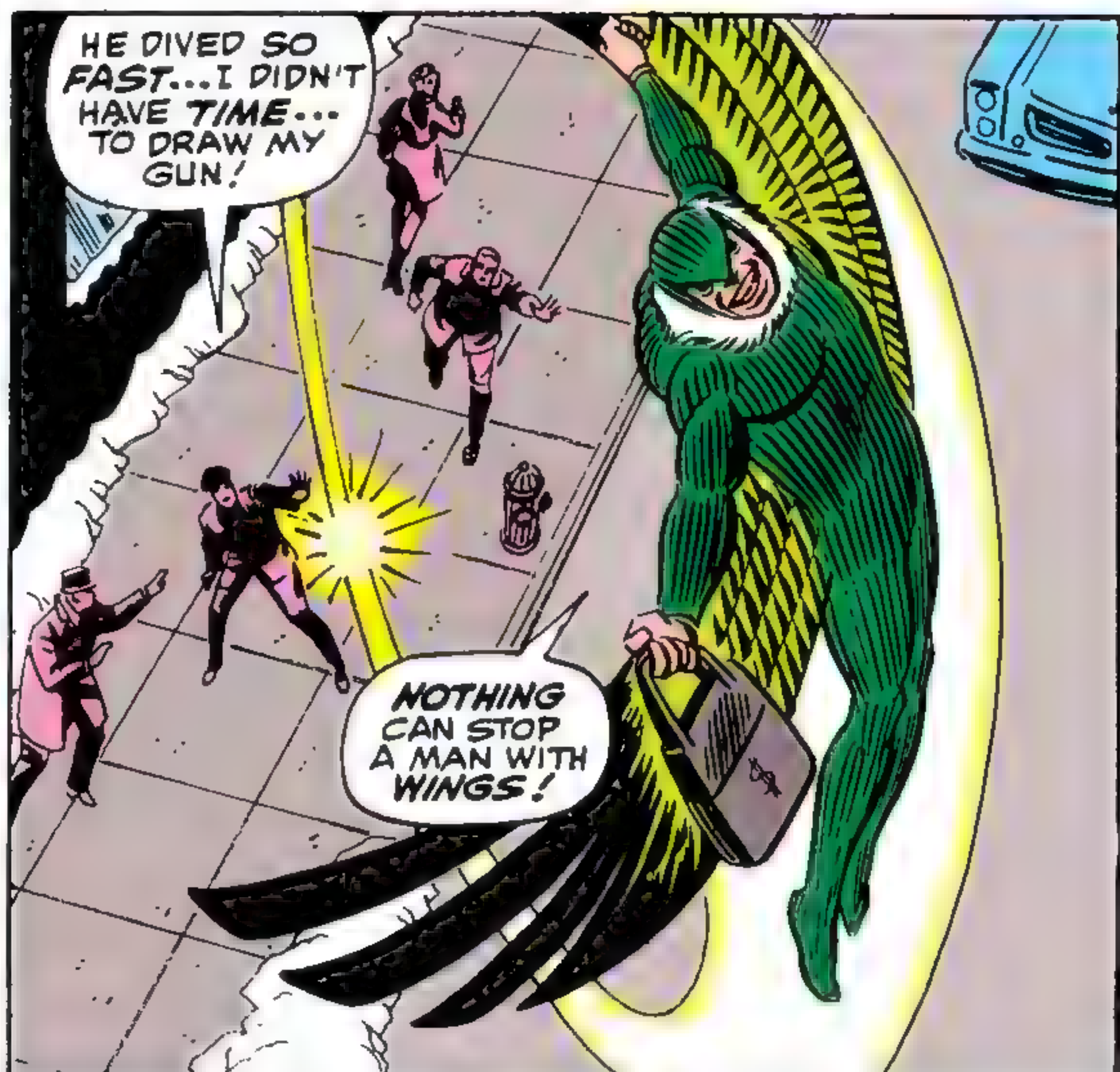
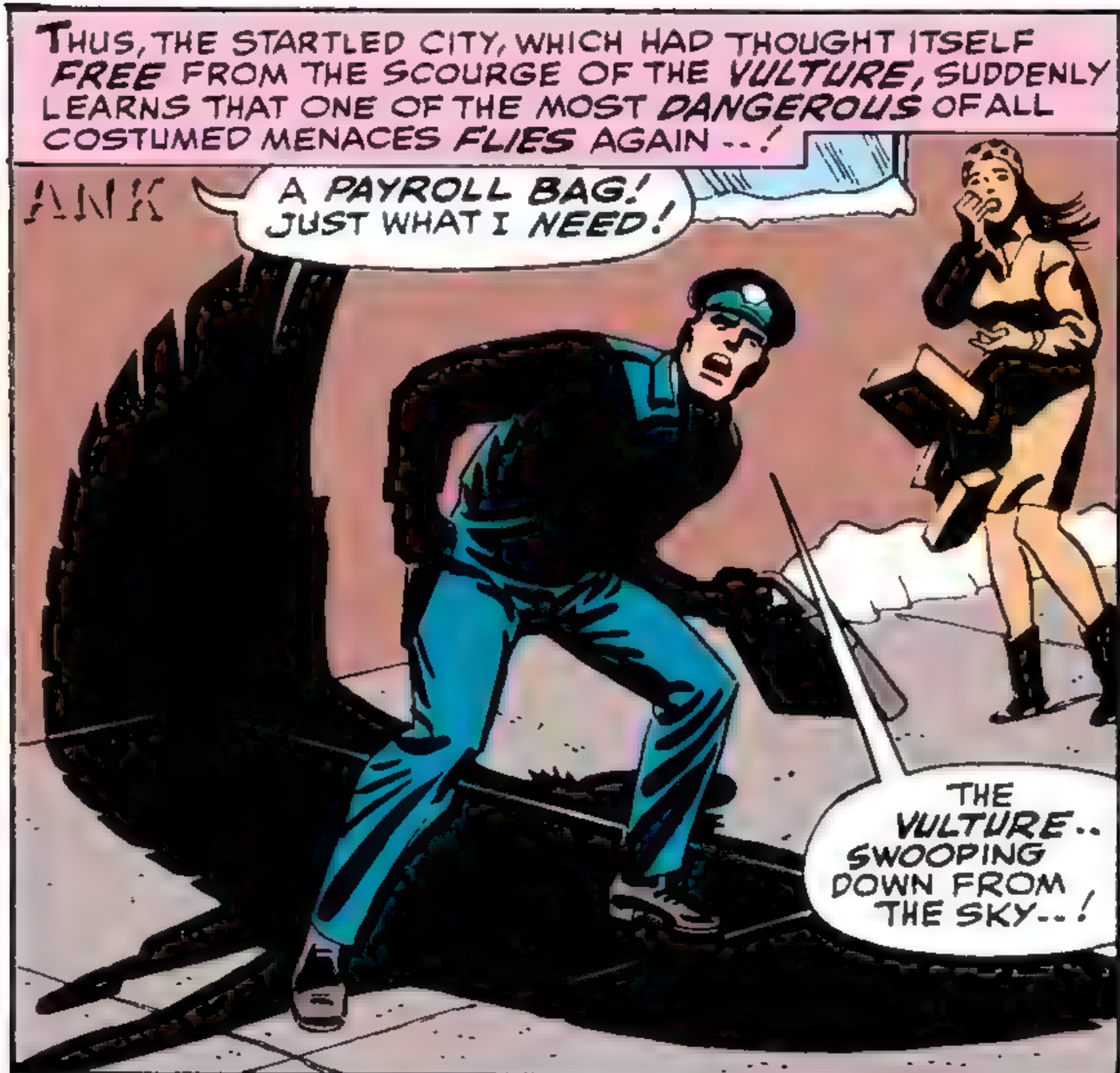
...WHICH IS A REAL BIG PLUS IN MY LINE OF WORK!

HEY! I'LL BET I COULD FIT A SMALL SHORT WAVE RECEIVER IN HERE, ALSO!

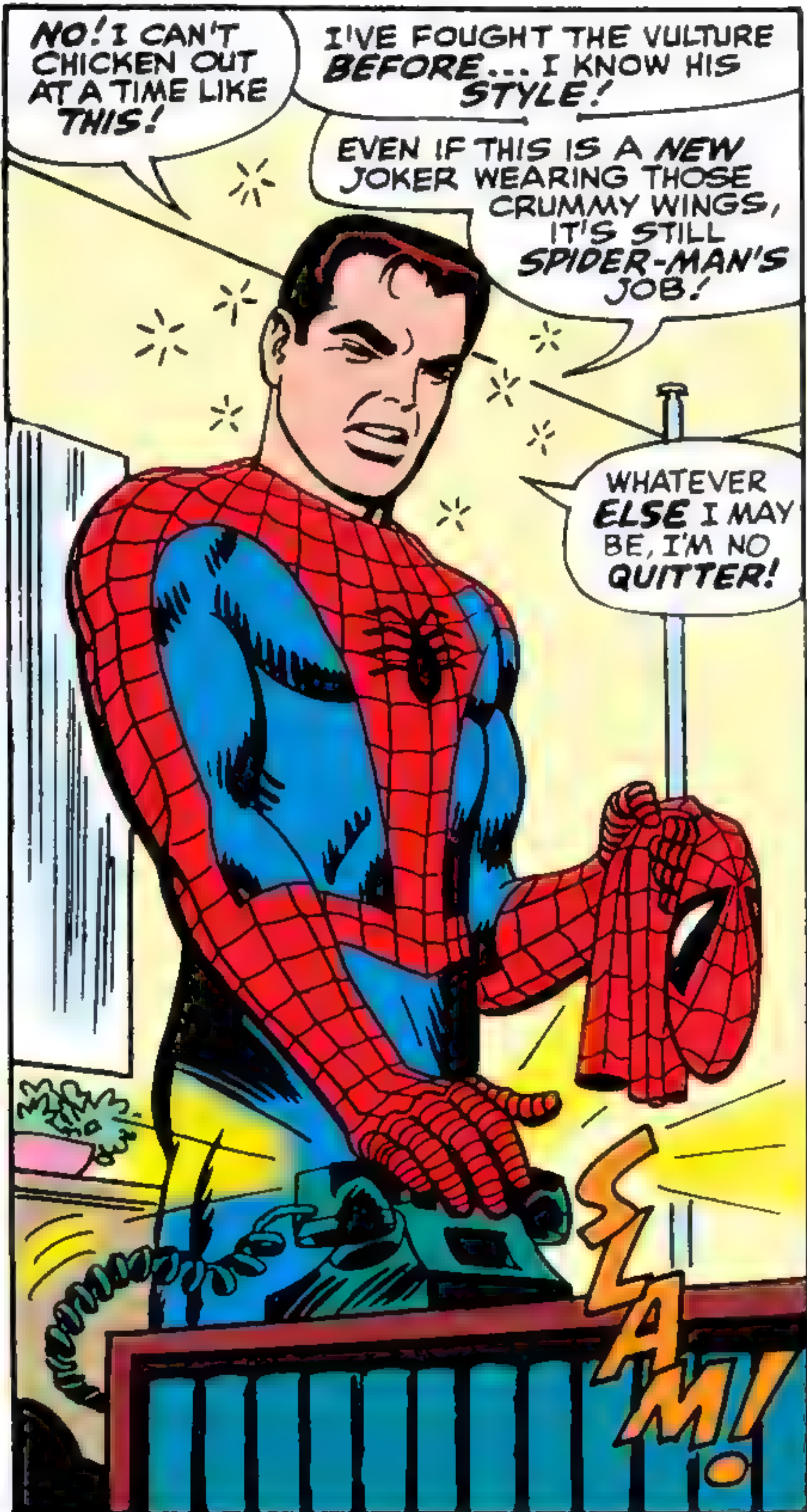










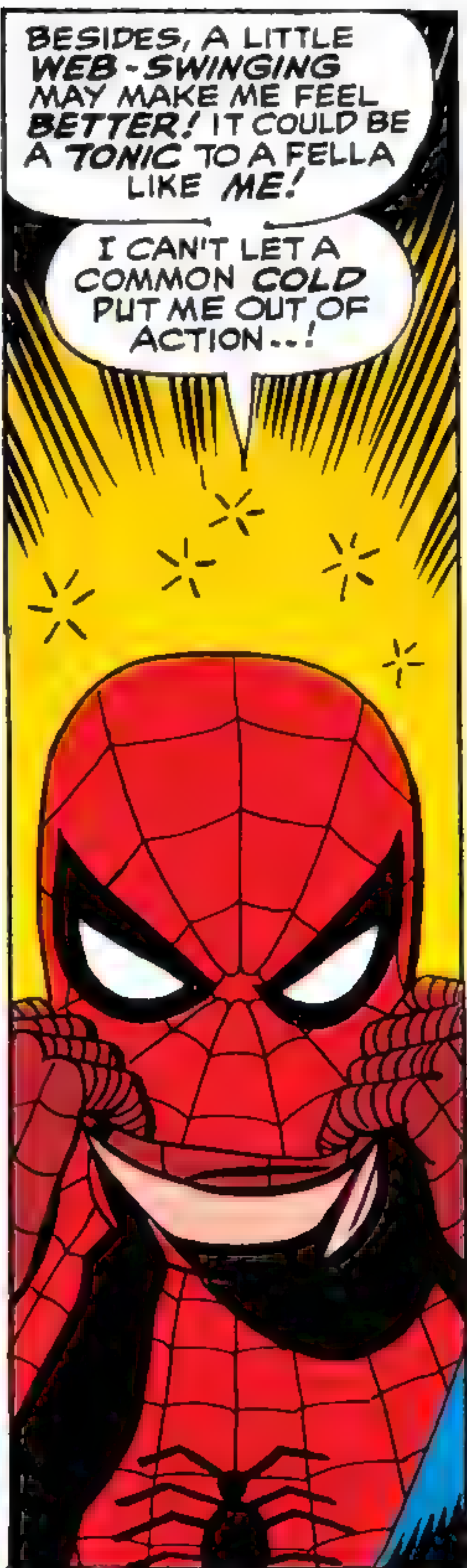


NO! I CAN'T CHICKEN OUT AT A TIME LIKE THIS!

I'VE FOUGHT THE VULTURE BEFORE... I KNOW HIS STYLE!

EVEN IF THIS IS A NEW JOKER WEARING THOSE CRUMMY WINGS, IT'S STILL SPIDER-MAN'S JOB!

WHATEVER ELSE I MAY BE, I'M NO QUITTER!



BESIDES, A LITTLE WEB-SWINGING MAY MAKE ME FEEL BETTER! IT COULD BE A TONIC TO A FELLA LIKE ME!

I CAN'T LET A COMMON COLD PUT ME OUT OF ACTION...!



...OTHERWISE, NEXT TIME AROUND, I'M LIABLE TO CRY UNCLE IF I DEVELOP SOME DANDRUFF... OR A CASE OF CHAPPED LIPS!

I MIGHT EVEN BECOME THE ONLY SUPER HERO IN TOWN WHO WON'T FIGHT BECAUSE HE'S GOT ACNE!

IF ONLY I COULD JUST STOP SHIVERING!



ACCORDING TO THE NEWS BULLETINS, THAT FLYING FREAK HASN'T EVEN BEEN BOTHERING TO HIDE!

SO, WITH A LITTLE LUCK, IT SHOULDN'T TAKE ME TOO LONG TO TRACK HIM DOWN!

ANYWAY, I'VE GOT TO KEEP MOVING... UNLESS I WANNA FREEZE OUT HERE!

SAY... I THINK I'M ACTUALLY BEGINNING TO FEEL A LITTLE BETTER!

UNLESS IT'S JUST THAT I'M GETTING NUMB FROM THE COLD!



AND AS OUR SOLILOQUIZING STALWART MAKES THE ROOF-TOP SCENE...

THE VULTURE!

I THOUGHT I HAD SEEN SOMETHING HOVERING OUTSIDE THE WINDOW BEFORE...

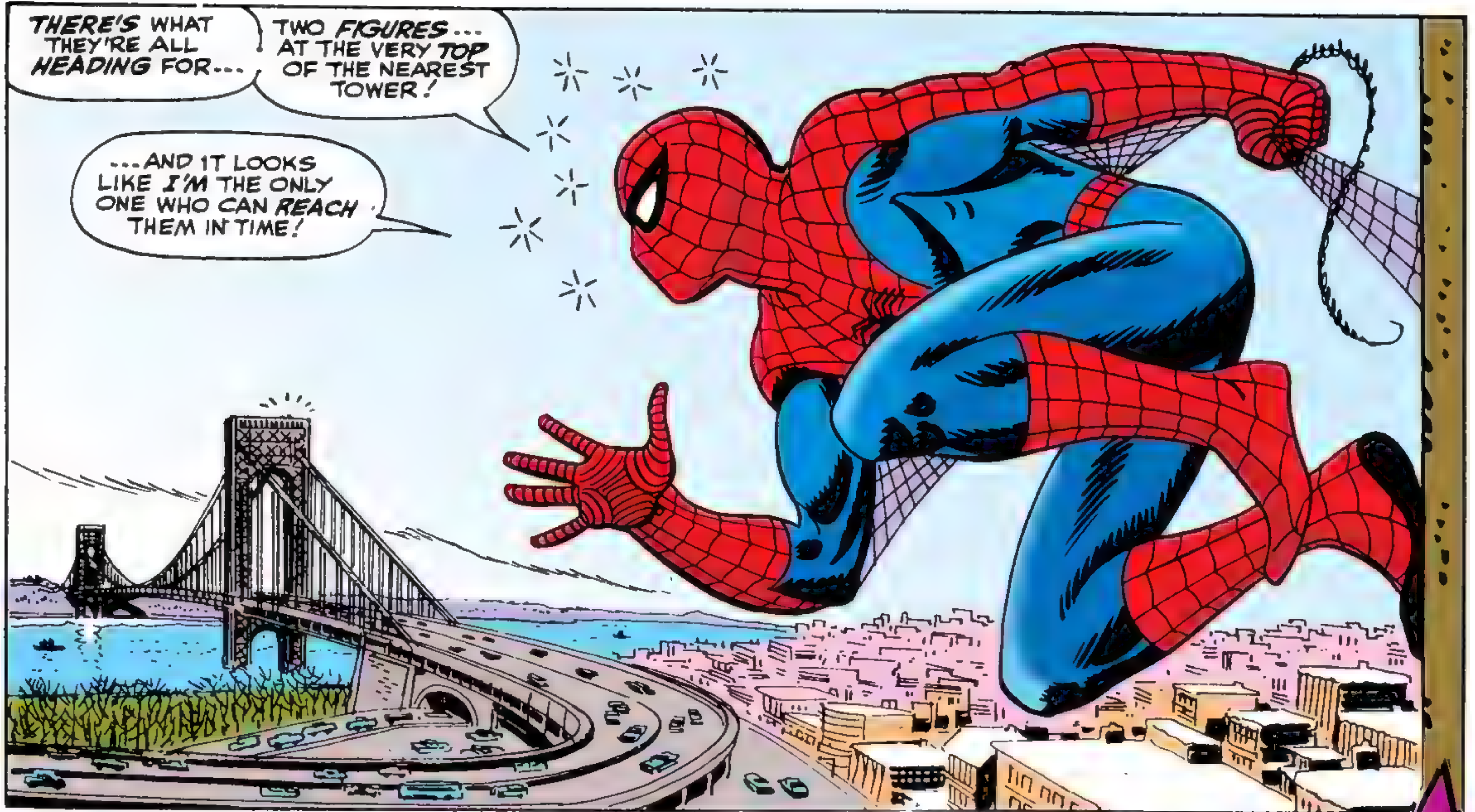
HOLD IT, MAC! YOU'VE GONE FAR ENOUGH!

THOSE NEGOTIABLE BONDS YOU STUFFED IN THAT BRIEFCASE ARE JUST WHAT I NEED TO ROUND OUT MY COLLECTION!





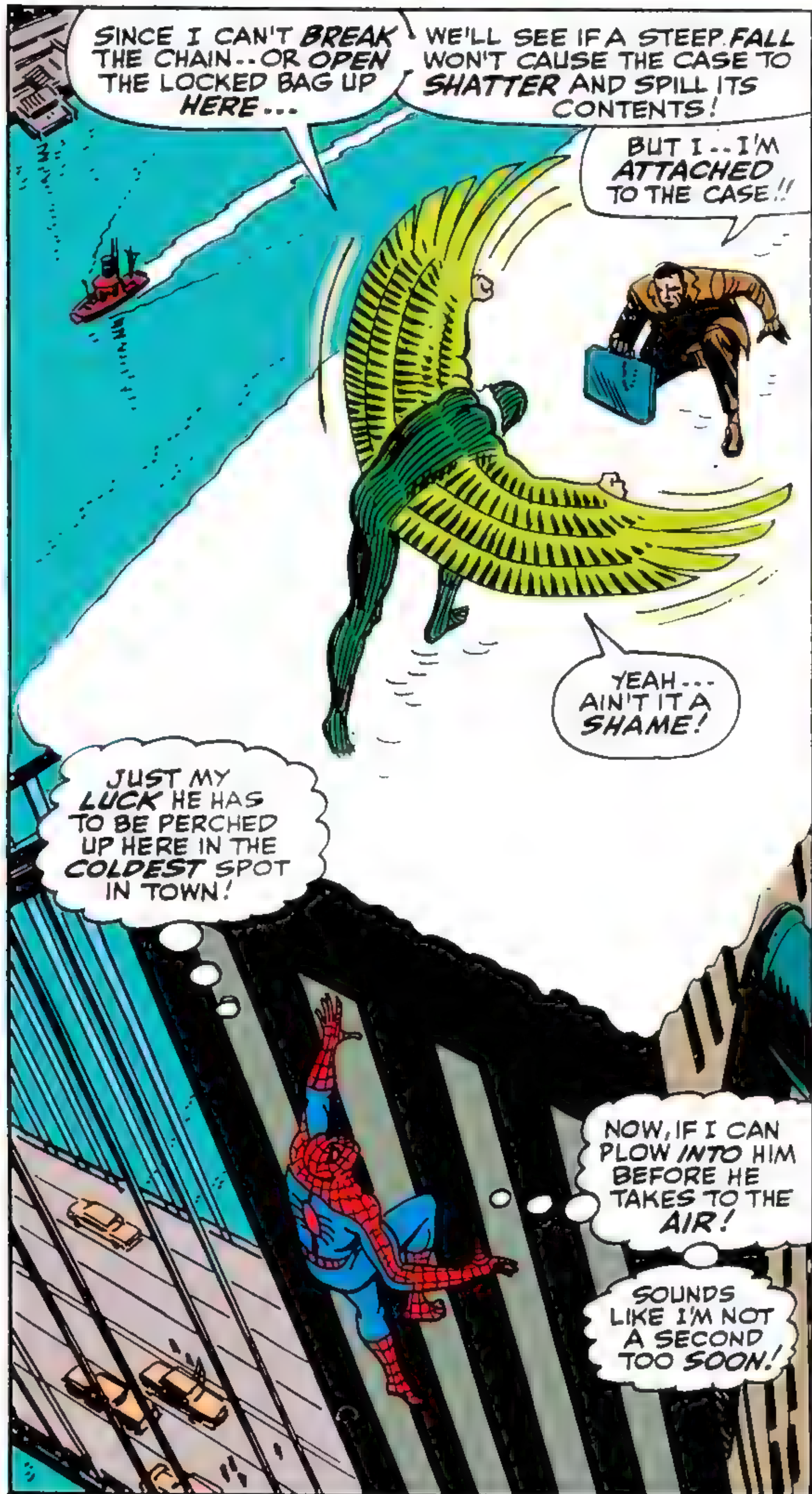




THERE'S WHAT THEY'RE ALL HEADING FOR...

TWO FIGURES... AT THE VERY TOP OF THE NEAREST TOWER!

...AND IT LOOKS LIKE I'M THE ONLY ONE WHO CAN REACH THEM IN TIME!



SINCE I CAN'T **BREAK** THE CHAIN...OR OPEN THE LOCKED BAG UP **HERE**...

WE'LL SEE IF A STEEP FALL WON'T CAUSE THE CASE TO **SHATTER** AND SPILL ITS CONTENTS!

BUT I...I'M ATTACHED TO THE CASE!!

YEAH... AIN'T IT A SHAME!

JUST MY LUCK HE HAS TO BE PERCHED UP HERE IN THE **COLDEST** SPOT IN TOWN!

NOW, IF I CAN PLOW INTO HIM BEFORE HE TAKES TO THE AIR!

SOUNDS LIKE I'M NOT A SECOND TOO SOON!



UHHHH! THE SNOW'S TOO **SLIPPERY**! ...ALMOST MADE ME MISS MY LEAP!

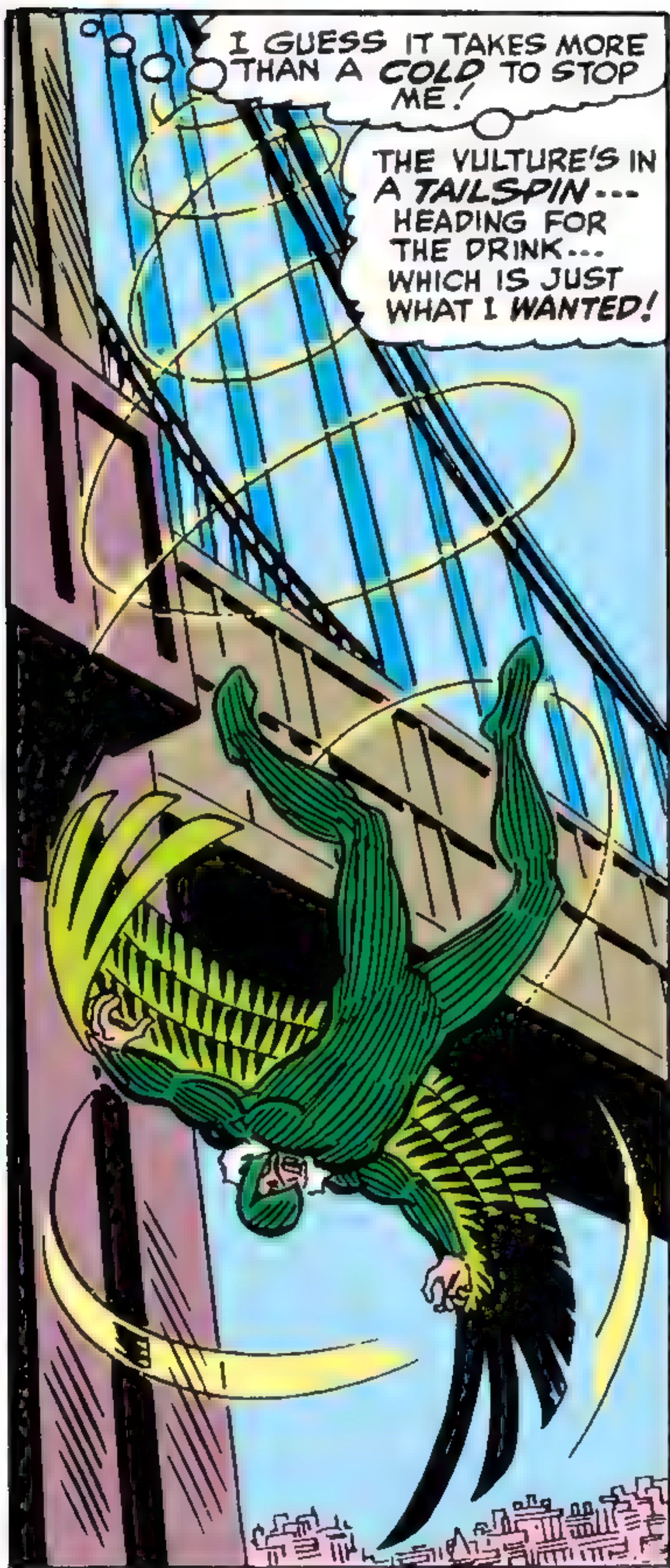
BUT AT LEAST I NAILED HIM...

EXCUSE THE FISTS, FRIEND?

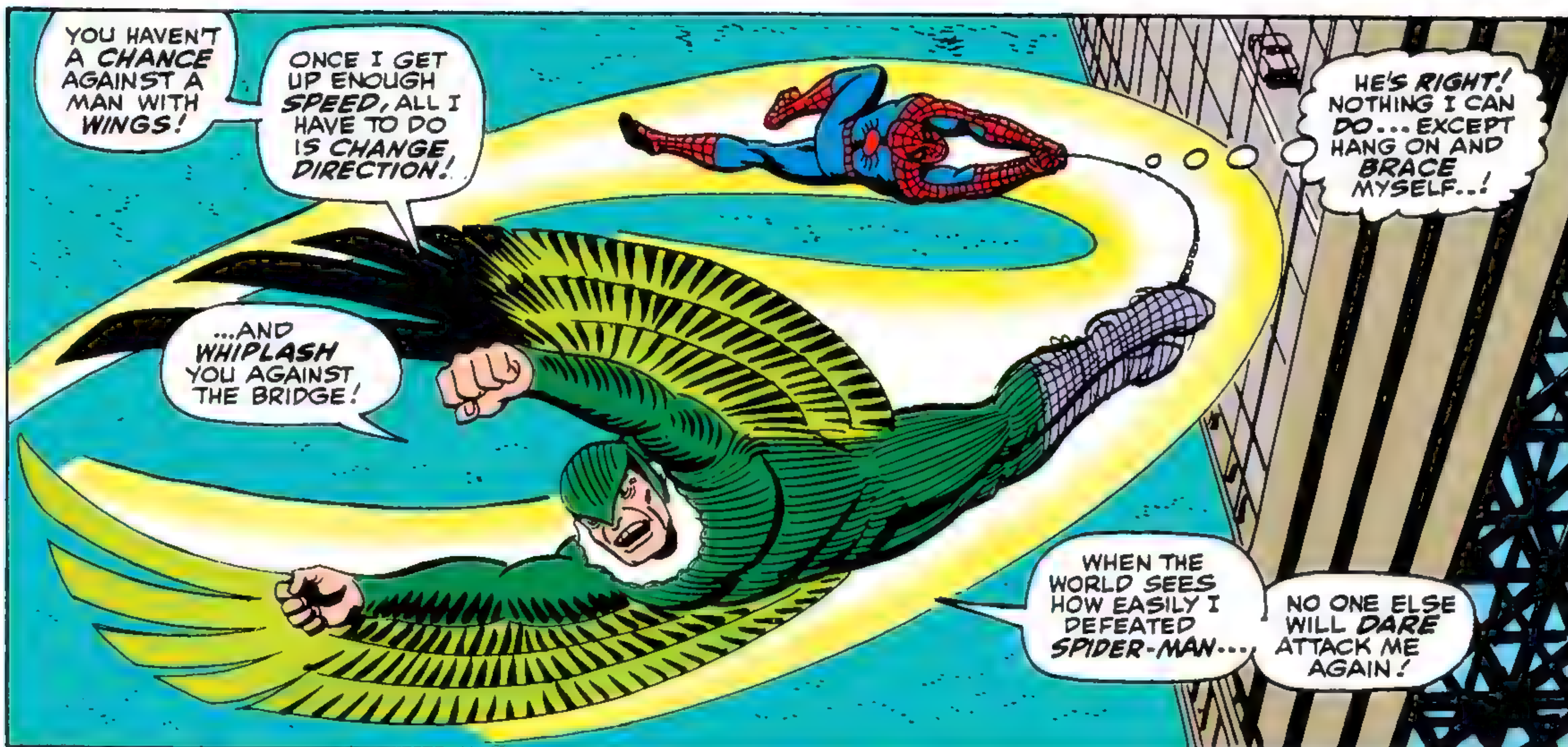
I JUST WANTED YOU TO STOP FLAPPIN' THOSE WINGS...

IT'S COLD ENOUGH UP HERE NOW!









YOU HAVEN'T  
A CHANCE  
AGAINST A  
MAN WITH  
WINGS!

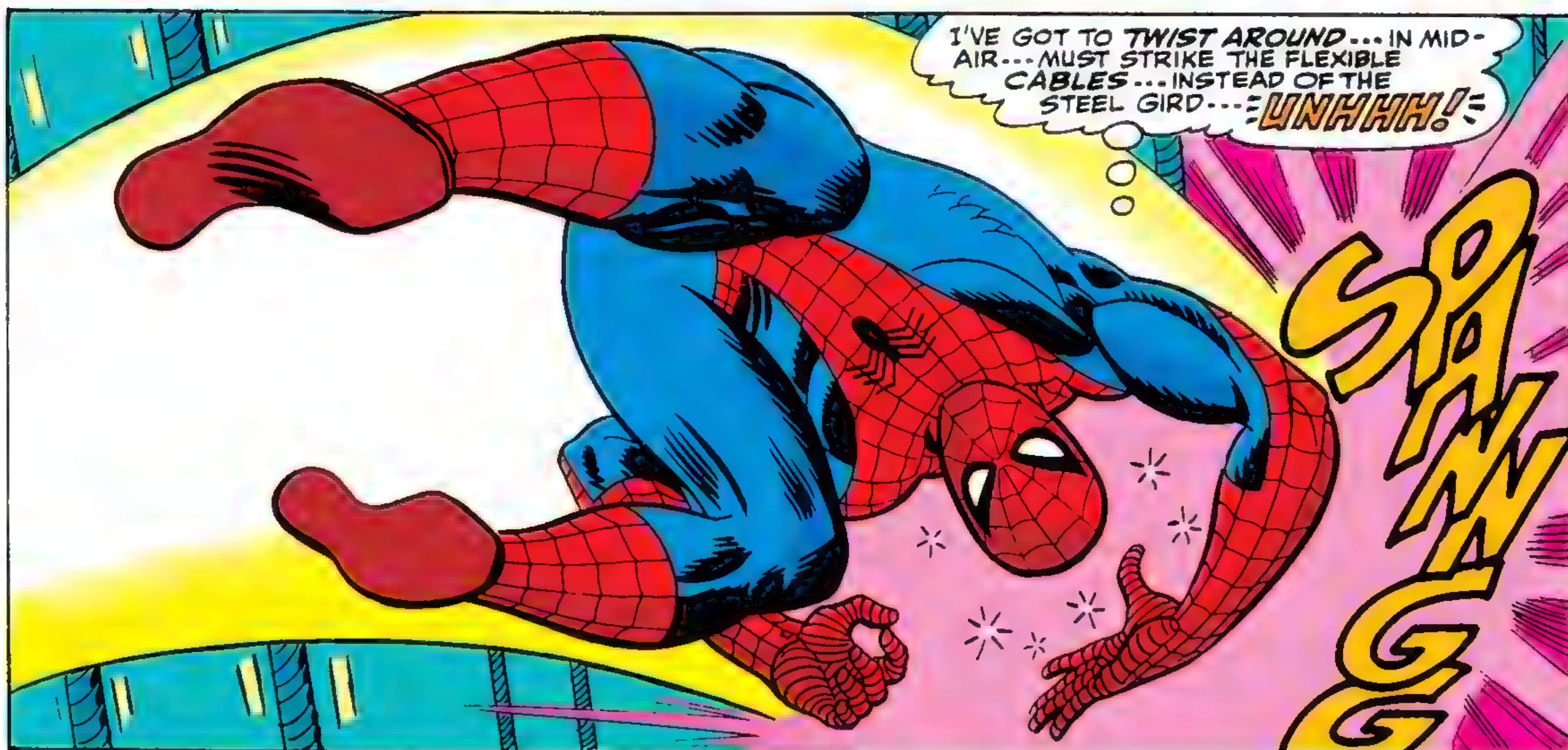
ONCE I GET  
UP ENOUGH  
SPEED, ALL I  
HAVE TO DO  
IS CHANGE  
DIRECTION!

...AND  
WHIPLASH  
YOU AGAINST  
THE BRIDGE!

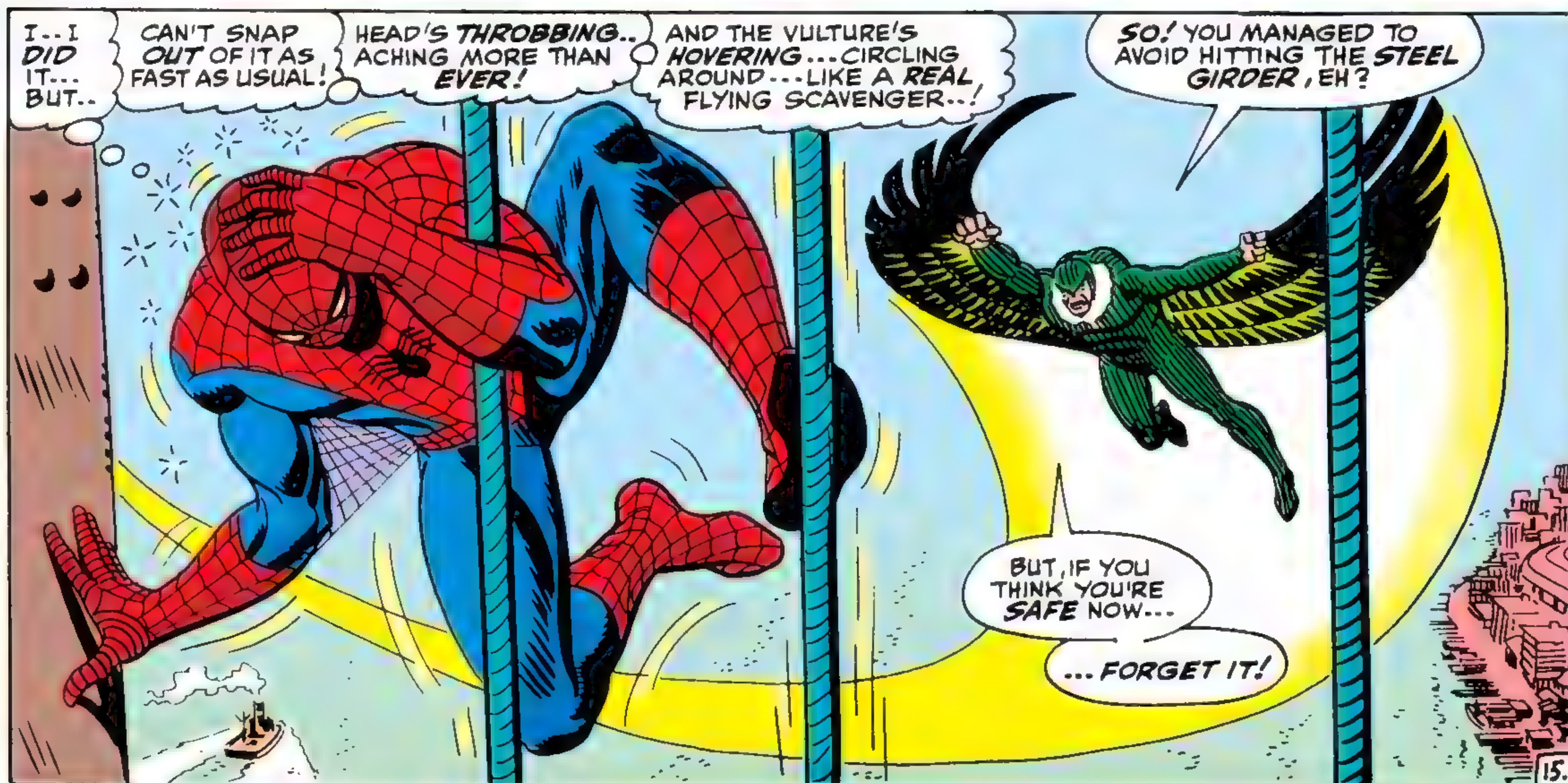
HE'S RIGHT!  
NOTHING I CAN  
DO... EXCEPT  
HANG ON AND  
BRACE  
MYSELF...!

WHEN THE  
WORLD SEES  
HOW EASILY I  
DEFEATED  
SPIDER-MAN...

NO ONE ELSE  
WILL DARE  
ATTACK ME  
AGAIN!



I'VE GOT TO TWIST AROUND... IN MID-AIR... MUST STRIKE THE FLEXIBLE CABLES... INSTEAD OF THE STEEL GIRDS... **UNHHH!**



I... I  
DID  
IT...  
BUT...

CAN'T SNAP  
OUT OF IT AS  
FAST AS USUAL!

HEAD'S THROBBING...  
ACHING MORE THAN  
EVER!

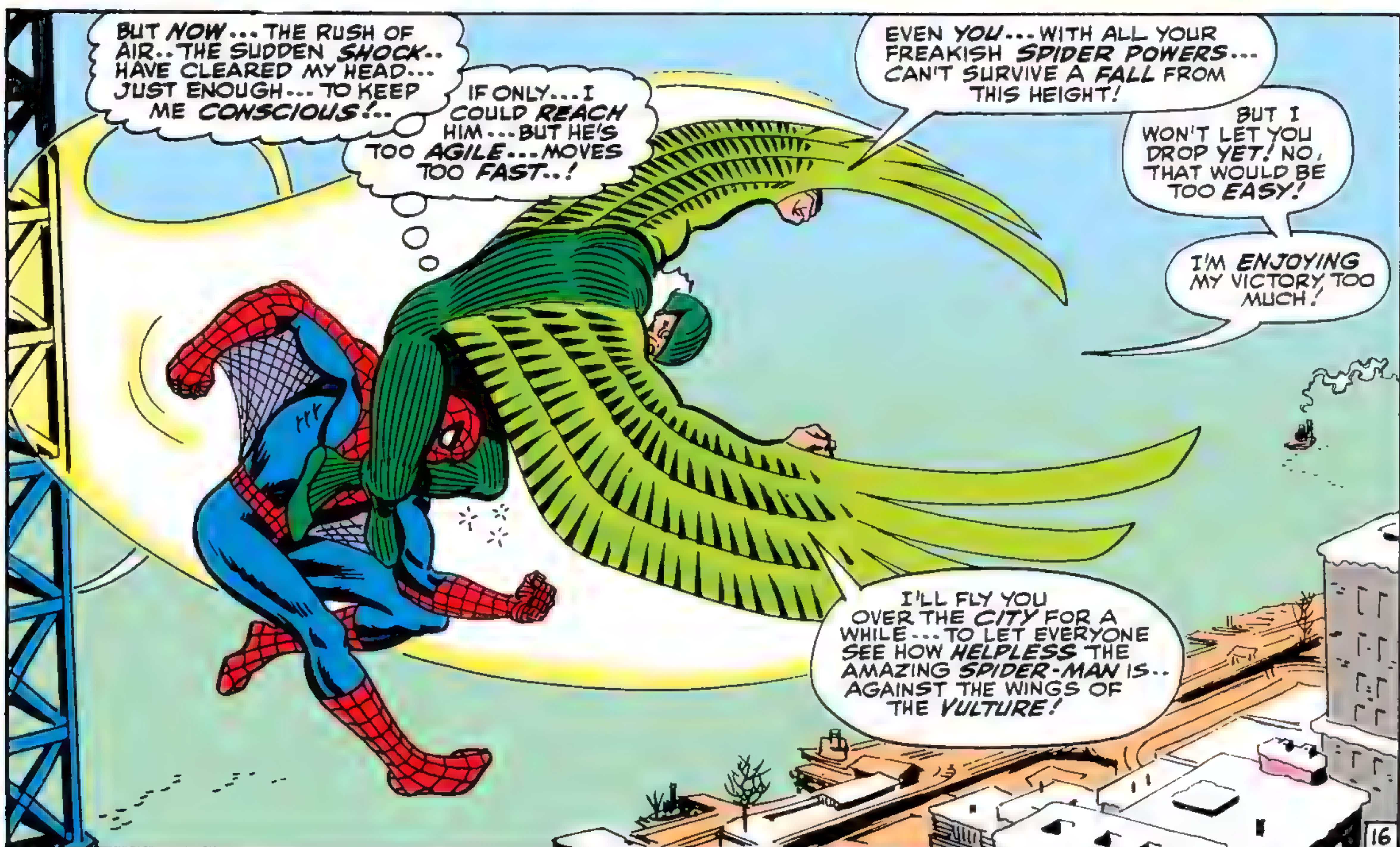
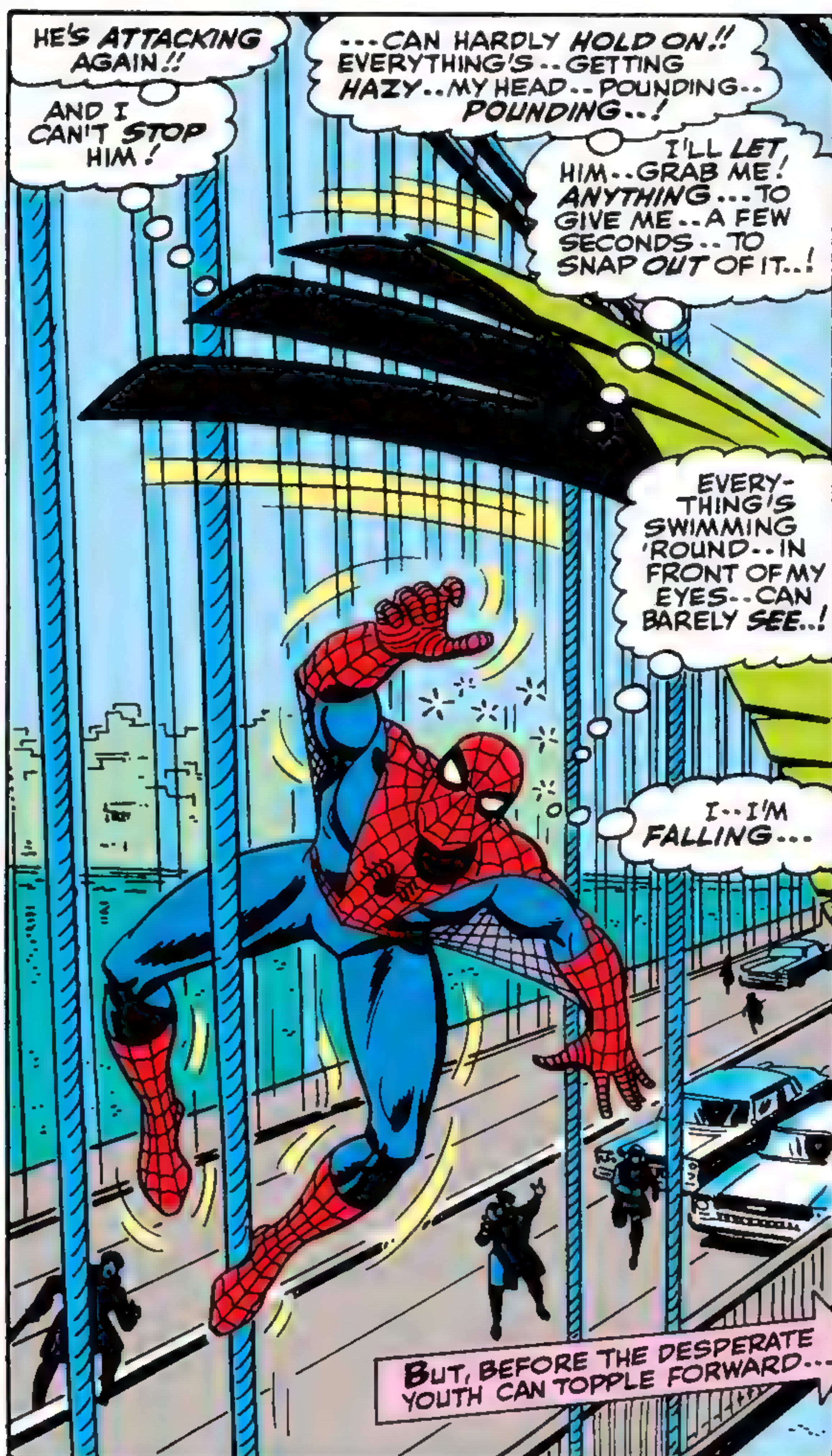
AND THE VULTURE'S  
HOVERING... CIRCLING  
AROUND... LIKE A REAL  
FLYING SCAVENGER...

SO! YOU MANAGED TO  
AVOID HITTING THE STEEL  
GIRDER, EH?

BUT, IF YOU  
THINK YOU'RE  
SAFE NOW...

...FORGET IT!





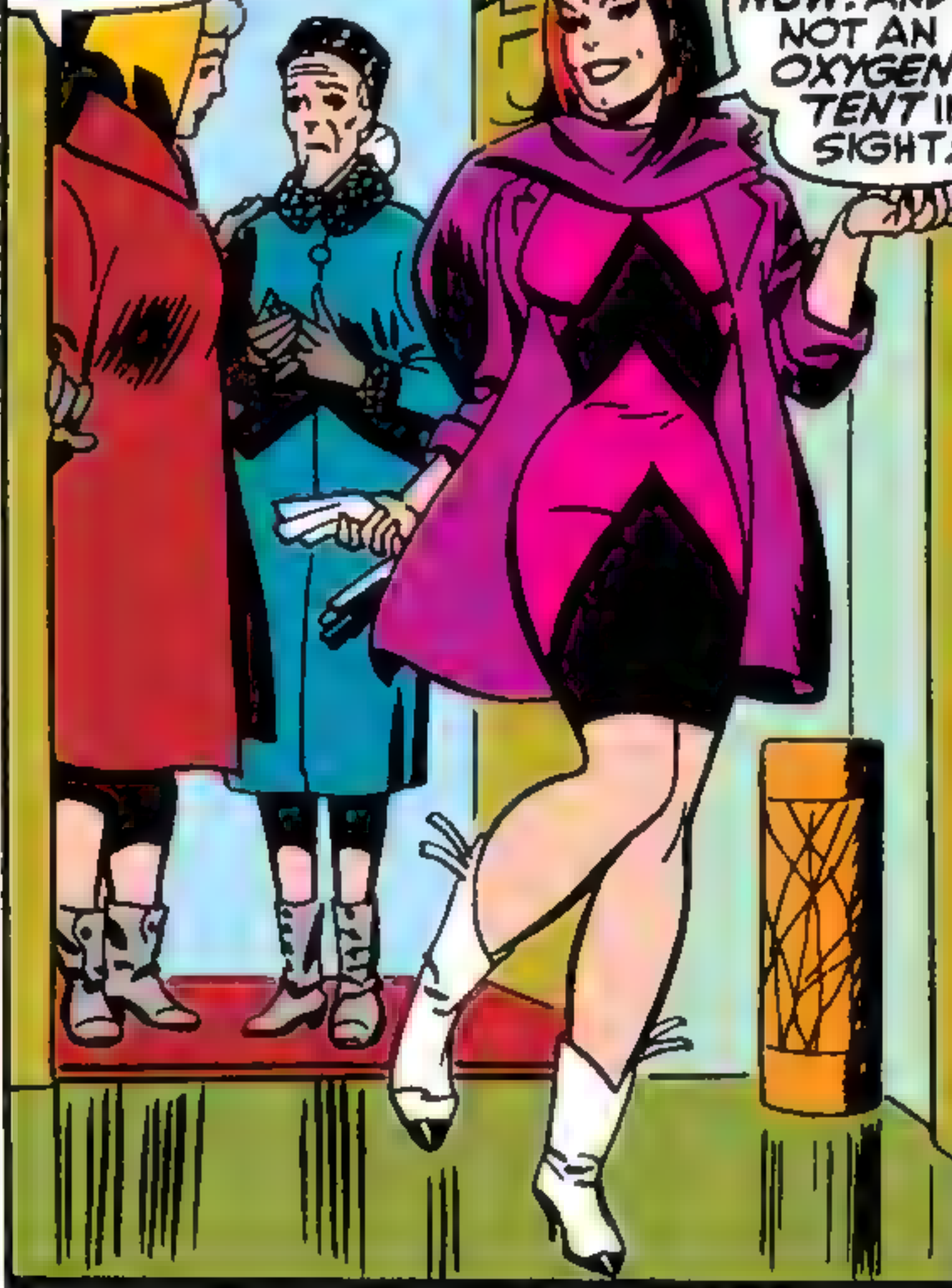


AND, AT THAT VERY PRECISE, EXACT, SELF-SAME *INSTANT*... (NOT THAT OUR SPLIT-SECOND CHRONOLOGY IS *REALLY* ALL THAT IMPORTANT!)

NO NEED TO WORRY SO, MAY, DEAR!  
I'M SURE PETER JUST HAS A SIMPLE COLD!

BUT WHEN I HEARD THEY SENT HIM HOME FROM SCHOOL, I FELT I SHOULD MAKE CERTAIN!

HERE'S HIS PAD NOW! AND NOT AN OXYGEN TENT IN SIGHT!



**SURPRISE, HARRY BOY!**  
WE BROUGHT GOODIES, GIGGLES, AND GRINS FOR YOUR GERM-RIDDLED ROOMIE!

HI, M.J.! OH, MRS. PARKER! GEE, PETE DIDN'T COME HOME AFTER CLASS... SO HE MUST HAVE FELT LOTS BETTER!

HE PROBABLY STOPPED AT THE SILVER SPOON FOR A SODA!

HEAR THAT, MAY? I TOLD YOU NOT TO WORRY SO!



THEN YOU DIDN'T HAVE TO CALL THE DOCTOR?

MY, I'M SO RELIEVED!

HEY THERE, HANDSOME! I JUST HAD AN ECONOMY-SIZED BRAINSTORM!

I KNOW I WORRY TOO MUCH, BUT PETER HAS ALWAYS BEEN SUCH A FRAGILE BOY...!

LET'S DRIVE MRS. P. AND MY EVER-LOVIN' AUNTIE HOME IN YOUR CHARIOT... THEN WE CAN JOIN PETEY-O FOR A COKE! OK.?



BEST OFFER I'VE HAD ALL DAY, M.J.!

YOU ONLY SAID THAT 'CAUSE IT'S TRUE!

AS YOU'VE PROBABLY GUESSED, WE JUST TOSSED IN THAT TITANICALLY TAME TABLEAU FOR THE BENEFIT OF JAZZY JOHNNY, WHO'D RATHER DRAW SLICK CHICKS THAN FLYING FIENDS!

BUT NOW, IT'S FRENZY-TIME AGAIN...



HAH! SO, YOU'VE STOPPED STRUGGLING, HAVE YOU?

I GUESSED YOU'D SOON BE PETRIFIED WITH FEAR!

FEAR, SHMEAR! I'VE GOT TO PLAY POSSUM TILL MY HEAD CLEARS!

THAT FLAGPOLE BELOW! IT MIGHT BE MY ONE CHANCE...!



ARE YOU WONDERING WHEN I'LL DROP YOU?

WELL, IN CASE YOU'RE INTERESTED, I'LL... UHH!!

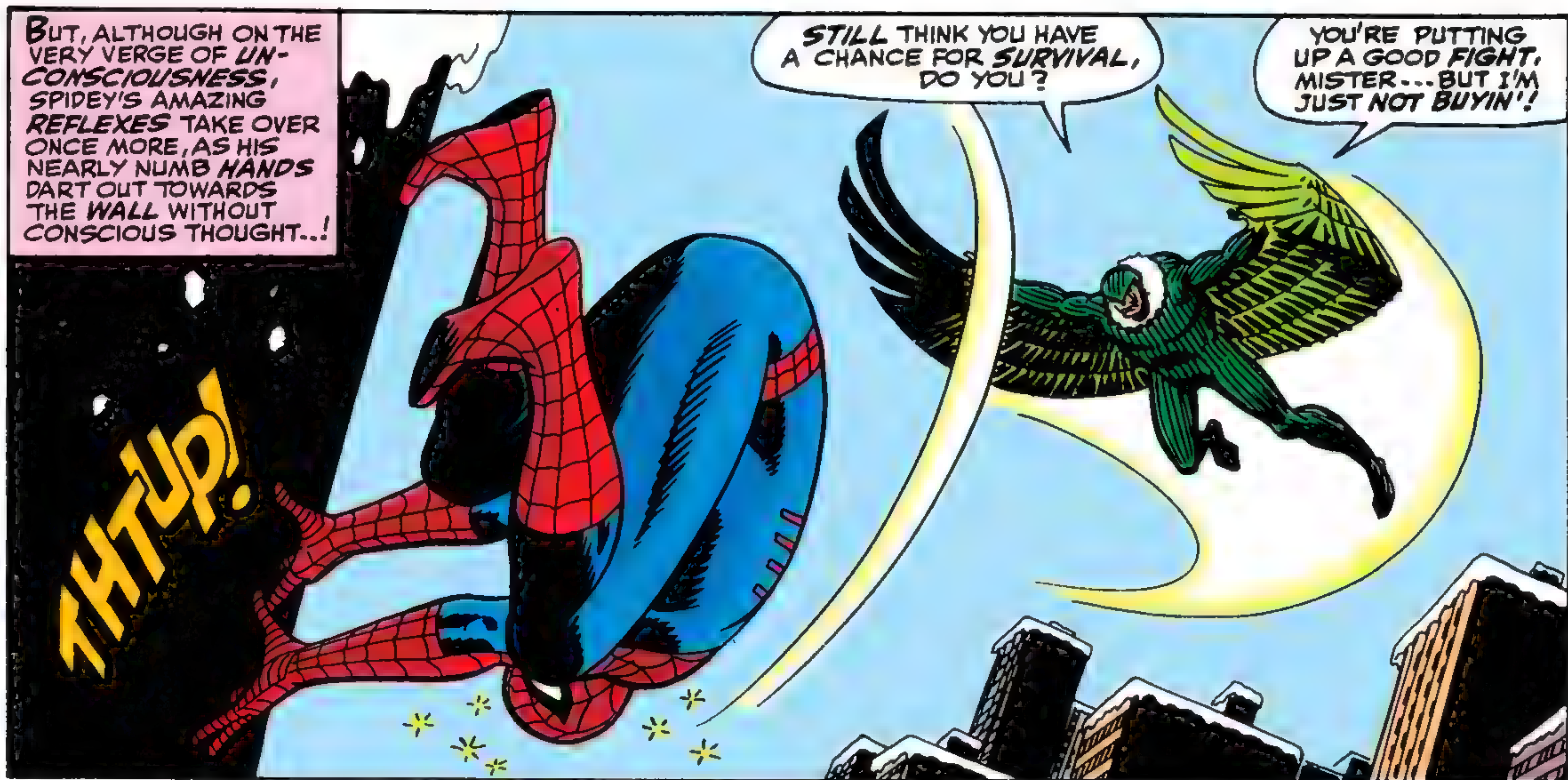
TELL YOU WHAT, VULCH... I'LL END THE SUSPENSE... WITH A COUPLE OF KARATE CHOPS!

THOSE HAVE TO DO IT!! I'M... TOO WEAK... FOR ANOTHER TRY...!









BUT, ALTHOUGH ON THE VERY VERGE OF UN-CONSCIOUSNESS, SPIDEY'S AMAZING REFLEXES TAKE OVER ONCE MORE, AS HIS NEARLY NUMB HANDS DART OUT TOWARDS THE WALL WITHOUT CONSCIOUS THOUGHT...!

STILL THINK YOU HAVE A CHANCE FOR SURVIVAL, DO YOU?

YOU'RE PUTTING UP A GOOD FIGHT, MISTER... BUT I'M JUST NOT BUYIN'!

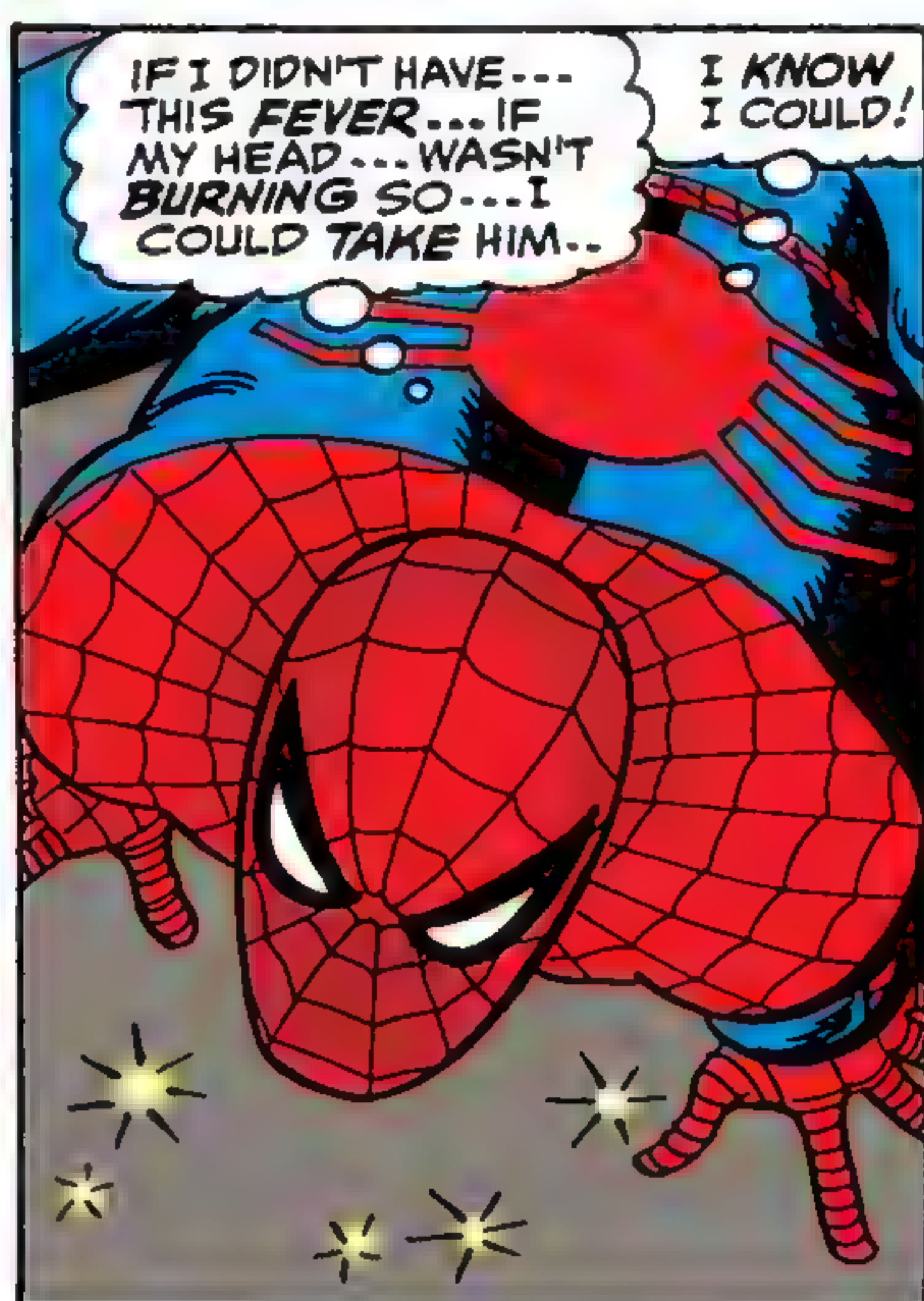
THUD!



WHAT HAPPENED? ..OH, I REMEMBER NOW...!

... WAS FALLING.. MANAGED TO REACH OUT IN TIME...!

BUT HE'S ATTACKING... AGAIN!



IF I DIDN'T HAVE... THIS FEVER... IF MY HEAD... WASN'T BURNING SO... I COULD TAKE HIM...

I KNOW I COULD!



BUT... I JUST CAN'T GIVE UP NOW!

HOW CAN SPIDER-MAN BE BEATEN... BY A COMMON COLD...?

I NEVER THOUGHT... THE END WOULD COME... LIKE THIS!



STAY WHERE YOU ARE, SPIDER-MAN...

THIS'LL ONLY TAKE A SECOND!

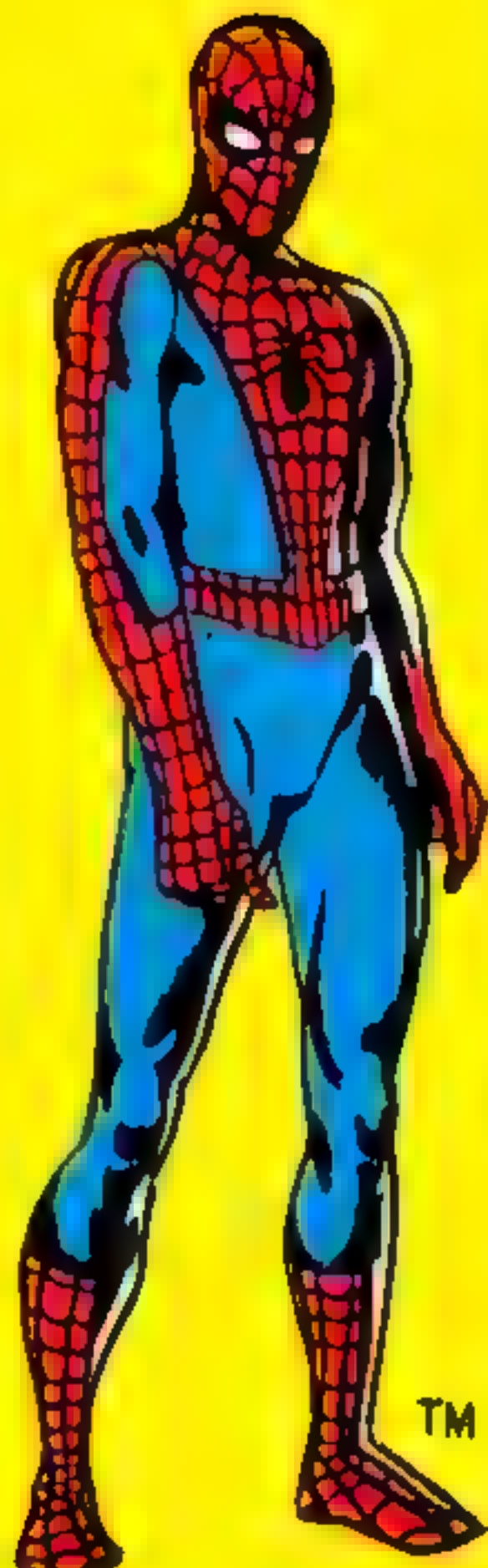
HE SHOUTED SOMETHING... BUT... CAN'T HEAR... CAN'T SEE...

EVERYTHING.. GOING DARK... CAN'T HANG ON.. THE WORLD... SPINNING 'ROUND...









# the AMAZING SPIDER-MAN™

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

**MARVEL**  
COMICS  
GROUP  
12¢ 49  
IND. JUN



YOU  
NAME  
IT...

..THIS ONE'S GOT IT!



**THE AMAZING SPIDER-MAN!**

# "FROM THE DEPTHS OF DEFEAT!"



THEY SAY THAT A DYING MAN SEES HIS WHOLE LIFE FLASH BEFORE HIM WHEN THE END IS NEAR... SO IT IS WITH THE FALLEN SPIDER-MAN WHO, DARING TO BATTLE THE DEADLY VULTURE, WHILE STRICKEN WITH A VIRUS ATTACK, HAS BEEN DOWNED AND LEFT FOR DEAD...

ALSO, RE-INTRODUCING:  
**KRAVEN THE HUNTER**

A **STAN LEE** and **JOHN ROMITA** ACTION EPIC

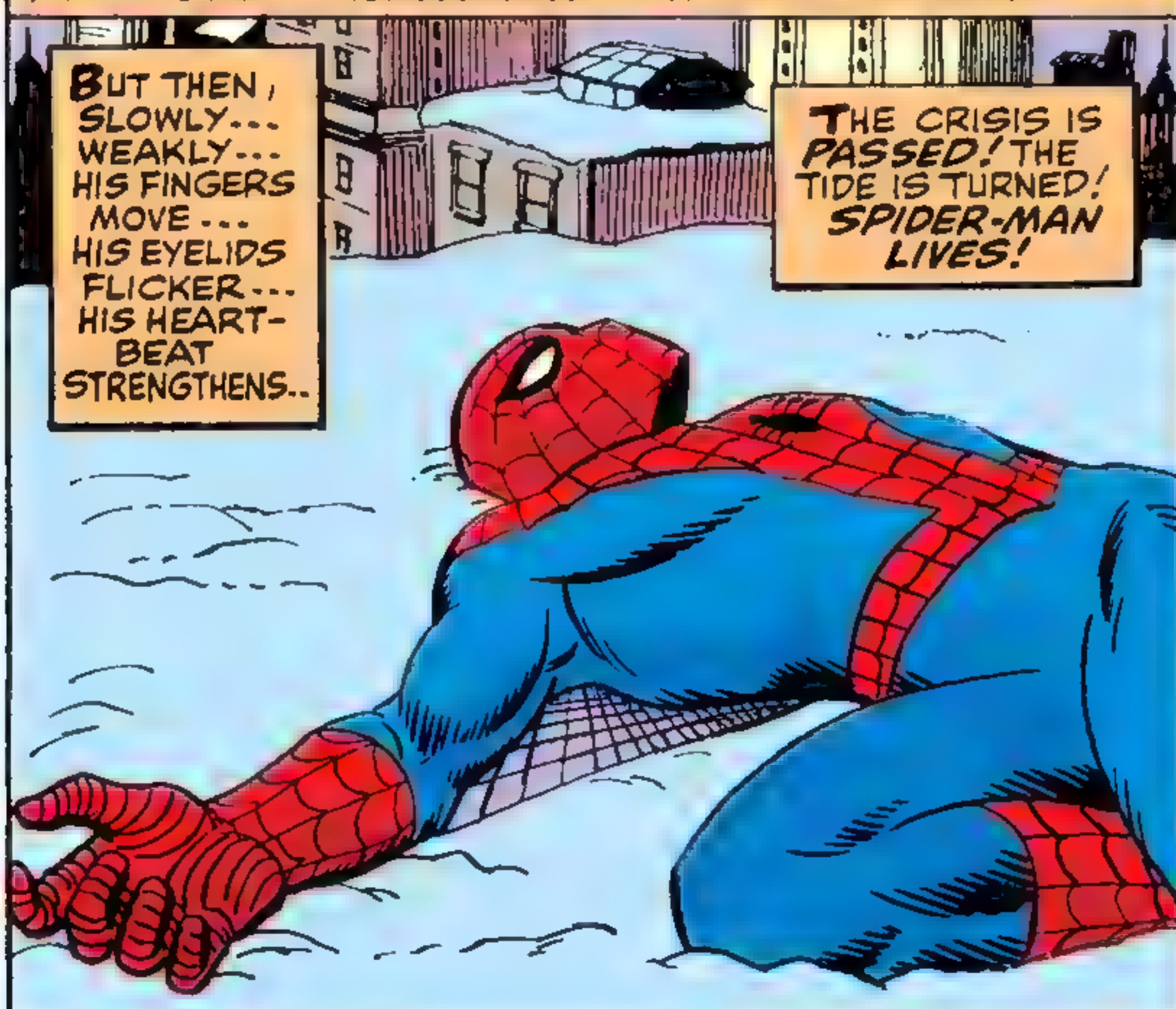
LETTERED BY:  
SAM ROSEN



FOR LONG, FATEFUL MOMENTS THE STILL FIGURE LIES ON THE ROOFTOP... HIS PULSE GROWING EVER *Fainter* AS THE EVENING TEMPERATURE CONTINUES TO *DROP*...

BUT THEN, SLOWLY... WEAKLY... HIS FINGERS MOVE... HIS EYELIDS FLICKER... HIS HEART-BEAT STRENGTHENS...

THE CRISIS IS *PASSED!* THE TIDE IS TURNED! *SPIDER-MAN LIVES!*



IT MUST BE... THE INTENSE *COLD*... THAT THE *VULTURE* THOUGHT WOULD FINISH ME OFF...

INSTEAD... IT HAD THE *OPPOSITE* EFFECT... IT *REVIVED* ME...!



BUT... I'M SO *WEAK*... MY HEAD'S *DIZZY*... EVERYTHING IS -- *SHAKY*...



BUT I'VE GOT TO GET UP... I'VE GOT TO!!

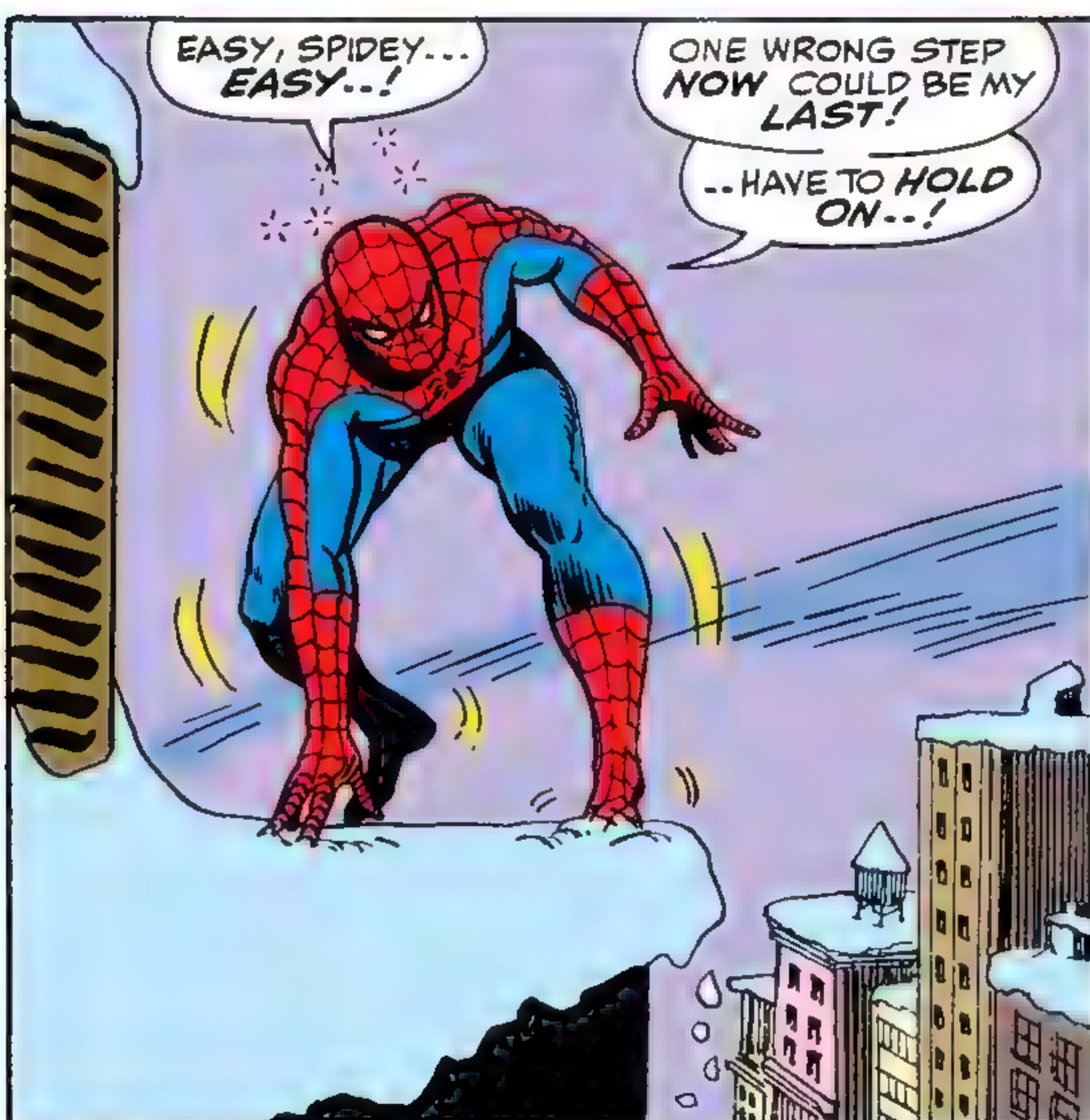
ALONE ON THIS ROOFTOP... AS *GROGGY* AS I AM... I'M TOO *VULNERABLE!*



EASY, SPIDEY... EASY...!

ONE WRONG STEP NOW COULD BE MY LAST!

-- HAVE TO HOLD ON...!



SOME FREE-SWINGIN' SPIDER-MAN I'VE TURNED INTO!

IF NOT FOR THIS LADDER BEING HERE... I'D NEVER HAVE MADE IT!







NOW...ALL I HAVE TO DO...  
IS STAY IN THE **SHADOWS!**

AT THIS  
HOUR...THE  
STREETS ARE  
MOSTLY  
**DESERTED...**



THEN, AS THE LONG, TORTUROUS  
MINUTES DRONE ENDLESSLY ON...

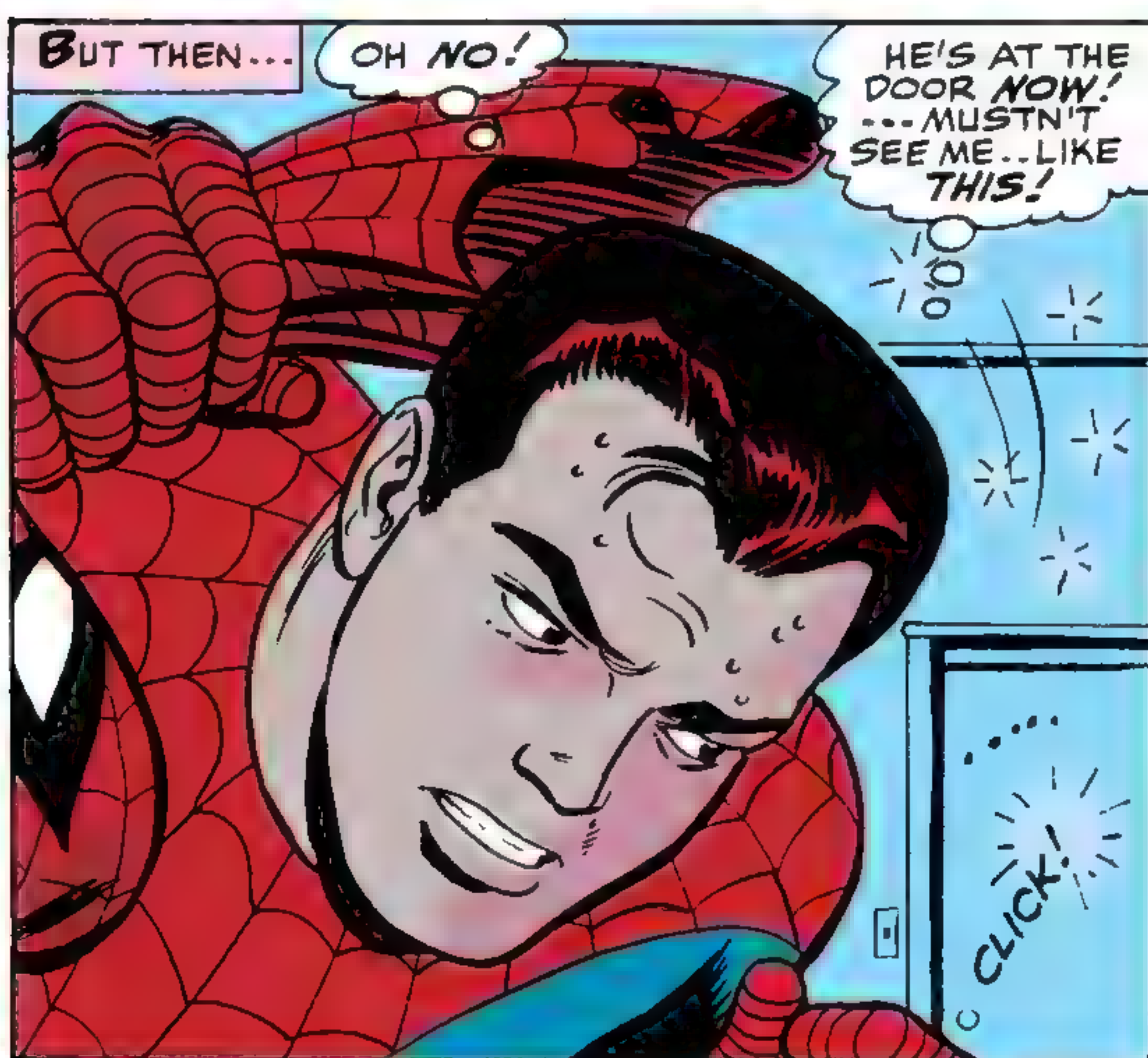
JUST ANOTHER  
FEW BLOCKS...  
AND I'LL BE  
**THERE!**

THEN...IF I CAN  
JUST **SNEAK**  
IN...WITHOUT  
**HARRY** SEEING  
ME...!



MY LUCK'S  
HOLDING  
OUT...FOR  
ONCE!

HARRY ISN'T **IN!** MUST  
BE ON A DATE...THE  
LUCKY STIFF...!

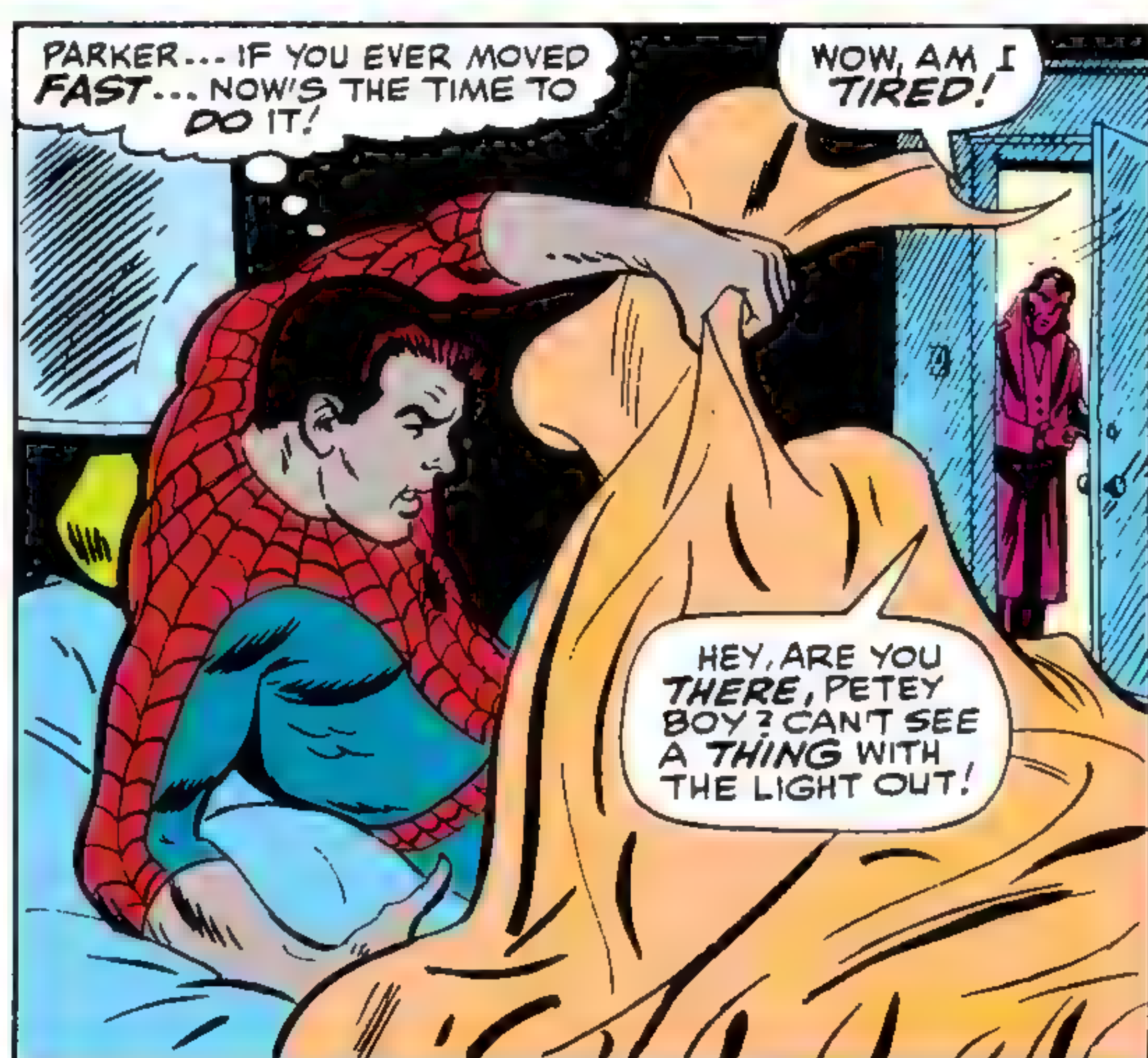


BUT THEN...

OH NO!

HE'S AT THE  
DOOR **NOW!**  
...MUSTN'T  
SEE ME...LIKE  
**THIS!**

CLICK!



PARKER... IF YOU EVER MOVED  
**FAST**... NOW'S THE TIME TO  
DO IT!

WOW, AM I  
**TIRED!**

HEY, ARE YOU  
**THERE**, PETEY  
BOY? CAN'T SEE  
A **THING** WITH  
THE LIGHT OUT!

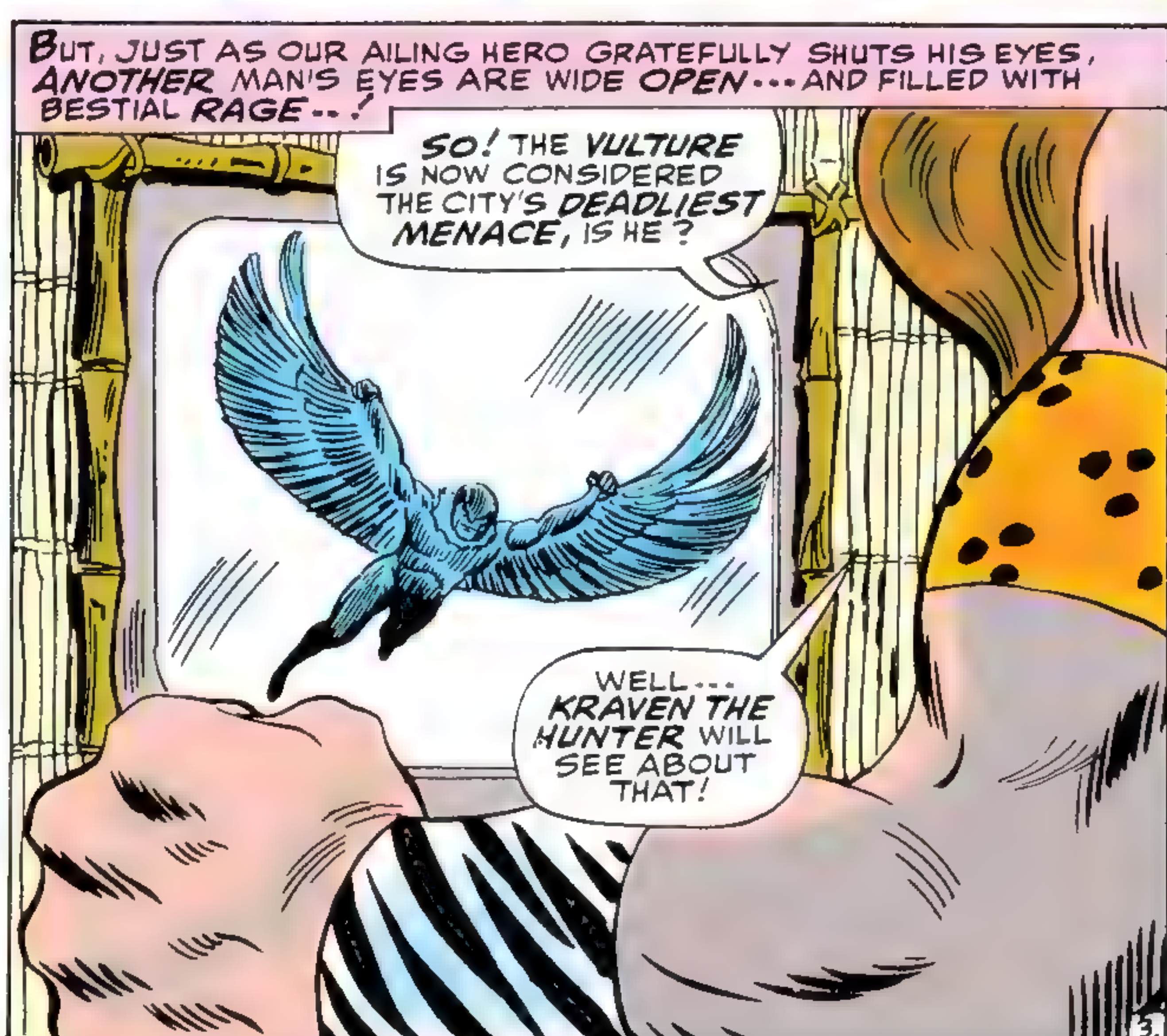


OH, **SORRY!** I  
DIDN'T KNOW YOU  
WERE **ASLEEP!**

HOW'S YOUR COLD,  
PETE?...FEELING  
BETTER?

SURE...  
MUCH BETTER!  
I GUESS I  
JUST NEEDED  
SOME **REST..!**

OKAY, MR. P.!  
SEE YOU IN THE  
**A.M.!**

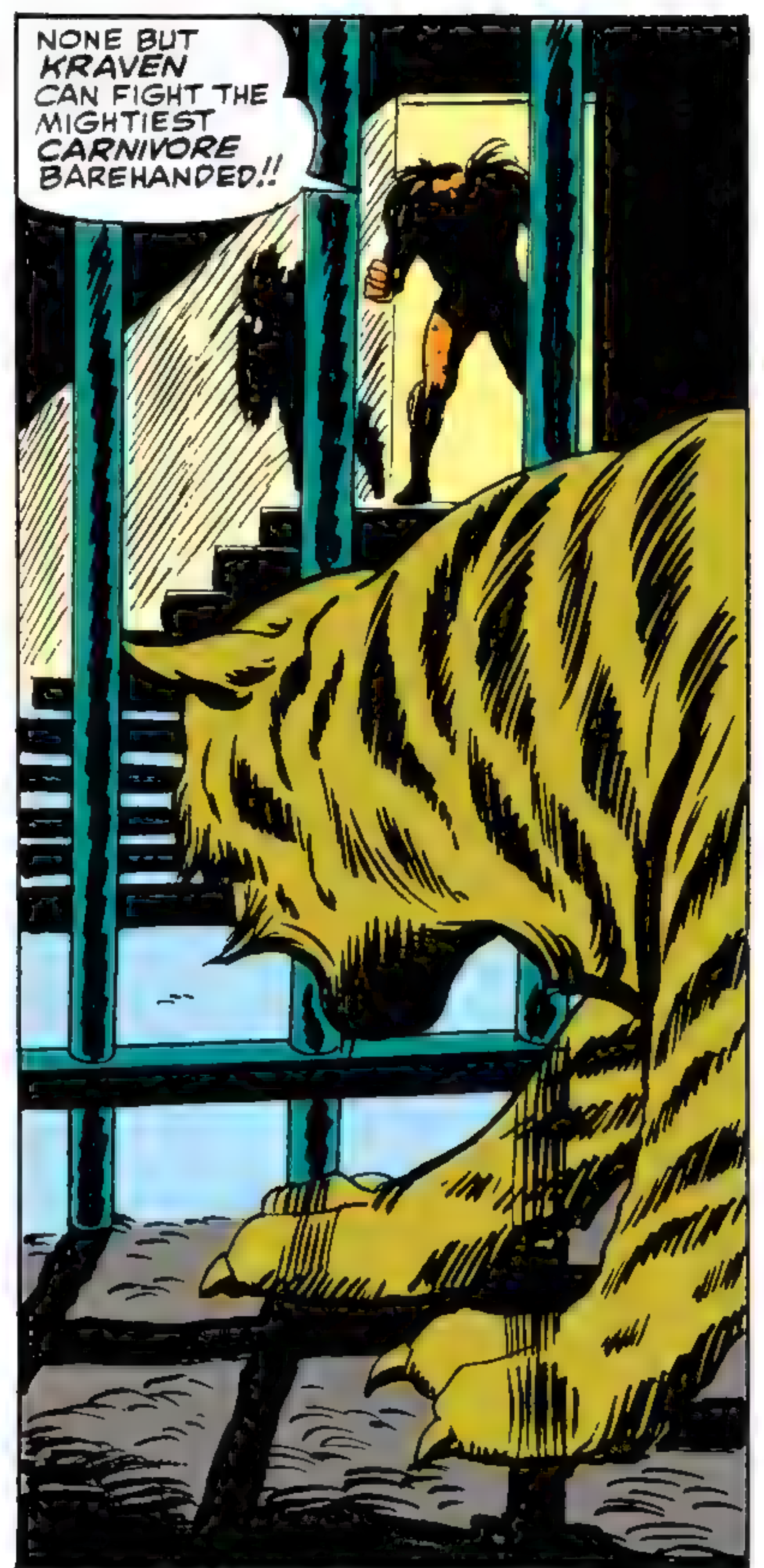


BUT, JUST AS OUR AILING HERO GRATEFULLY SHUTS HIS EYES,  
ANOTHER MAN'S EYES ARE WIDE OPEN...AND FILLED WITH  
BESTIAL RAGE...!

SO! THE **VULTURE**  
IS NOW CONSIDERED  
THE CITY'S DEADLIEST  
MENACE, IS HE?

WELL...  
**KRAVEN THE**  
HUNTER WILL  
SEE ABOUT  
THAT!

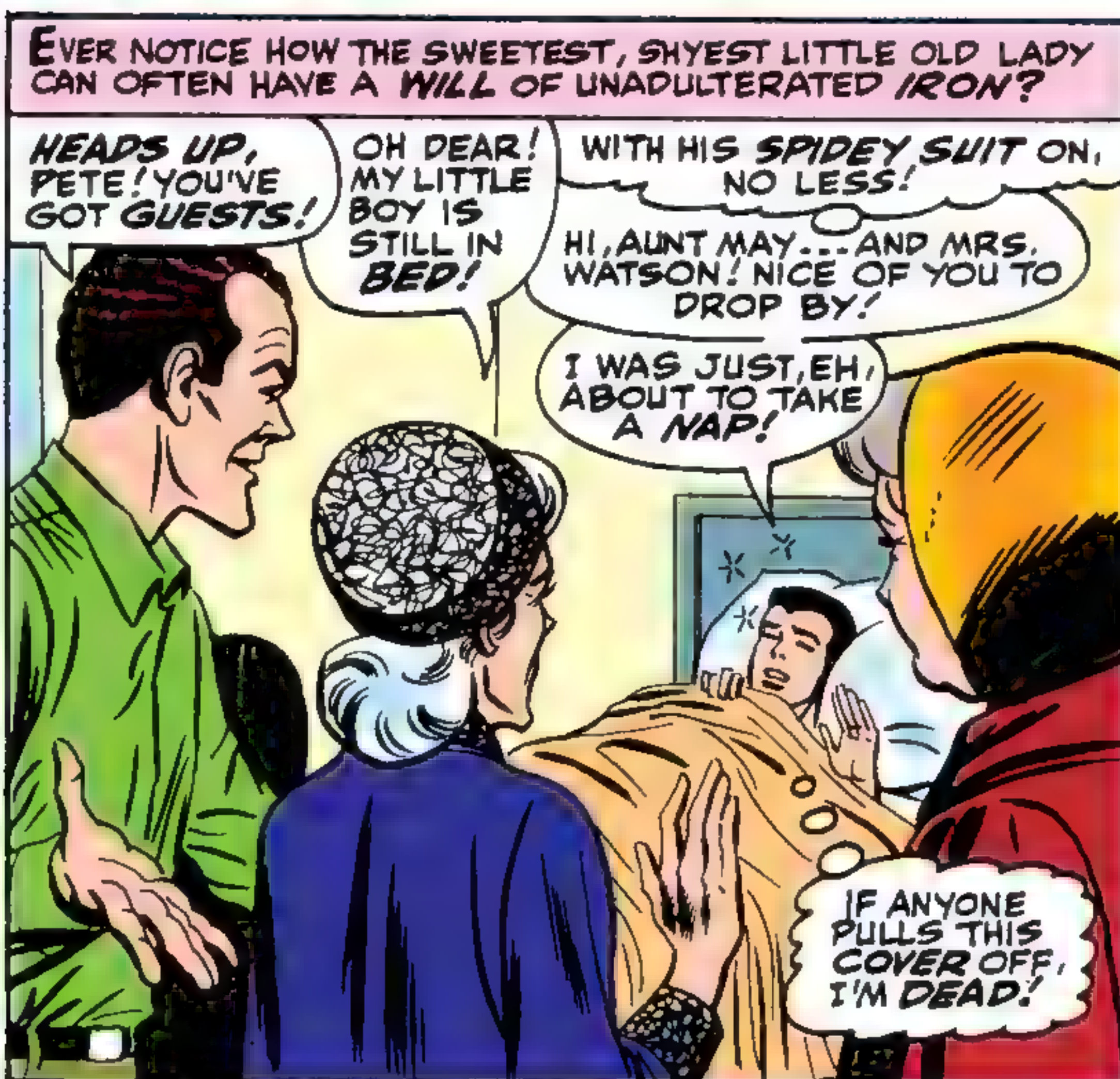
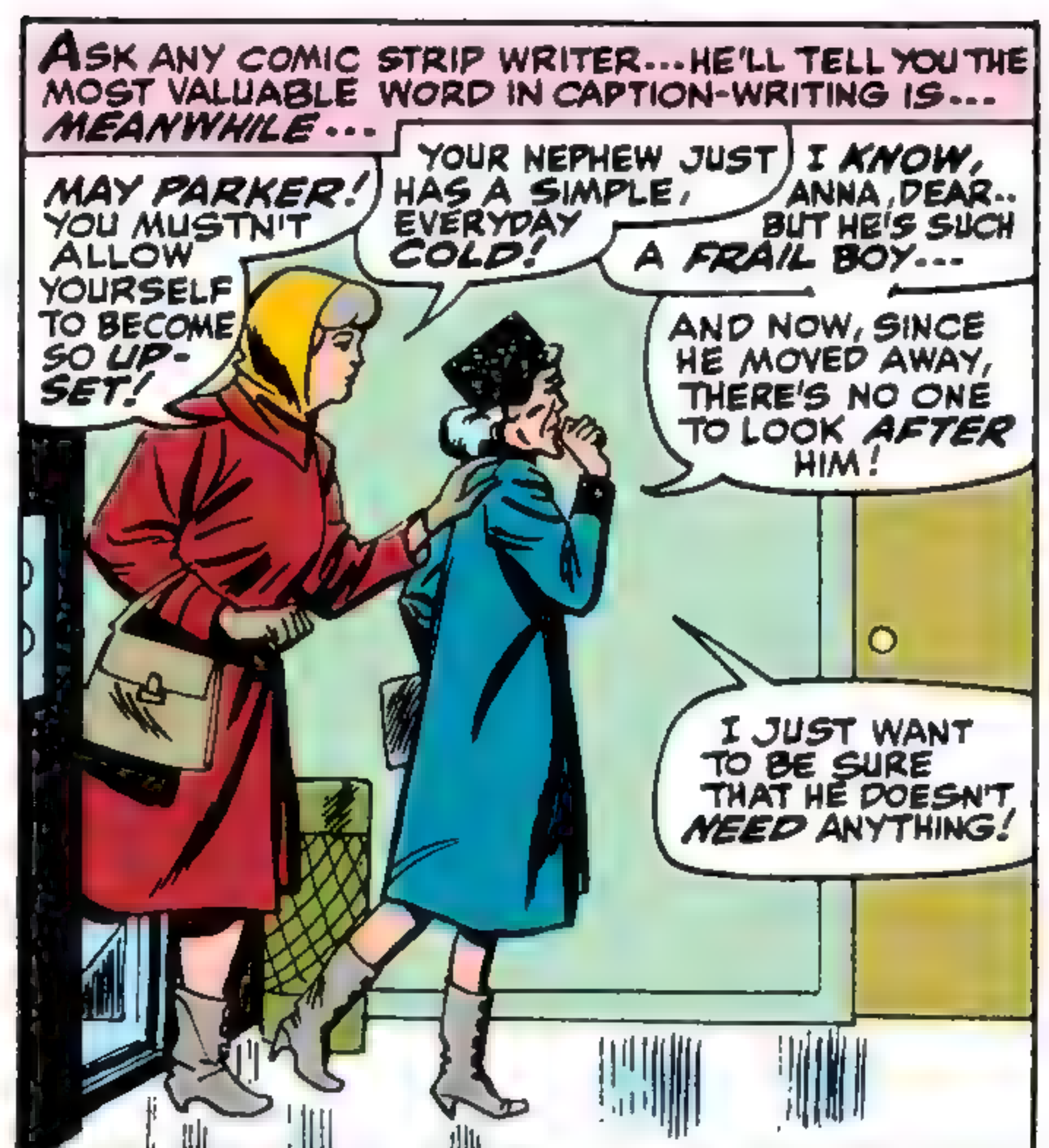




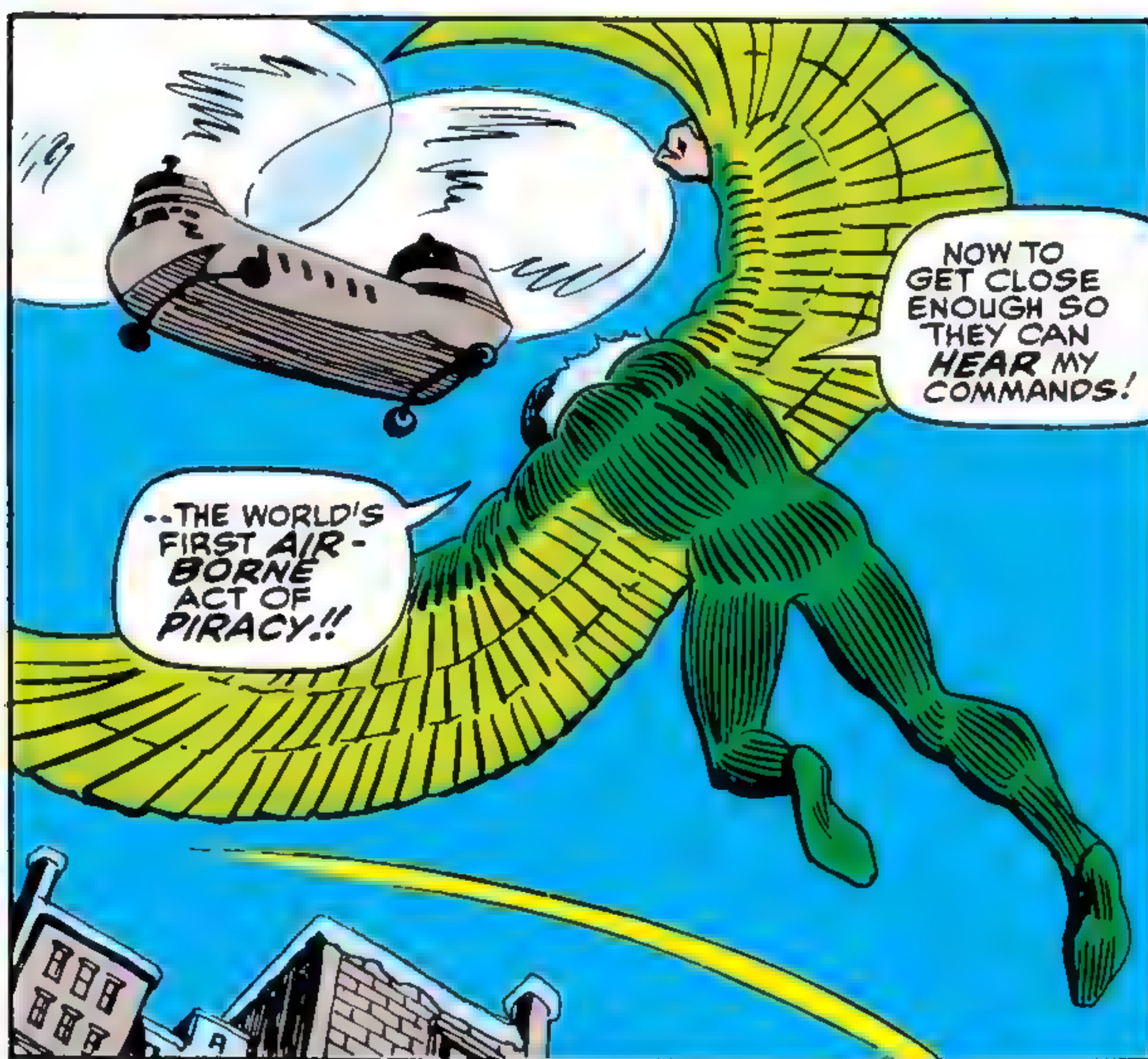
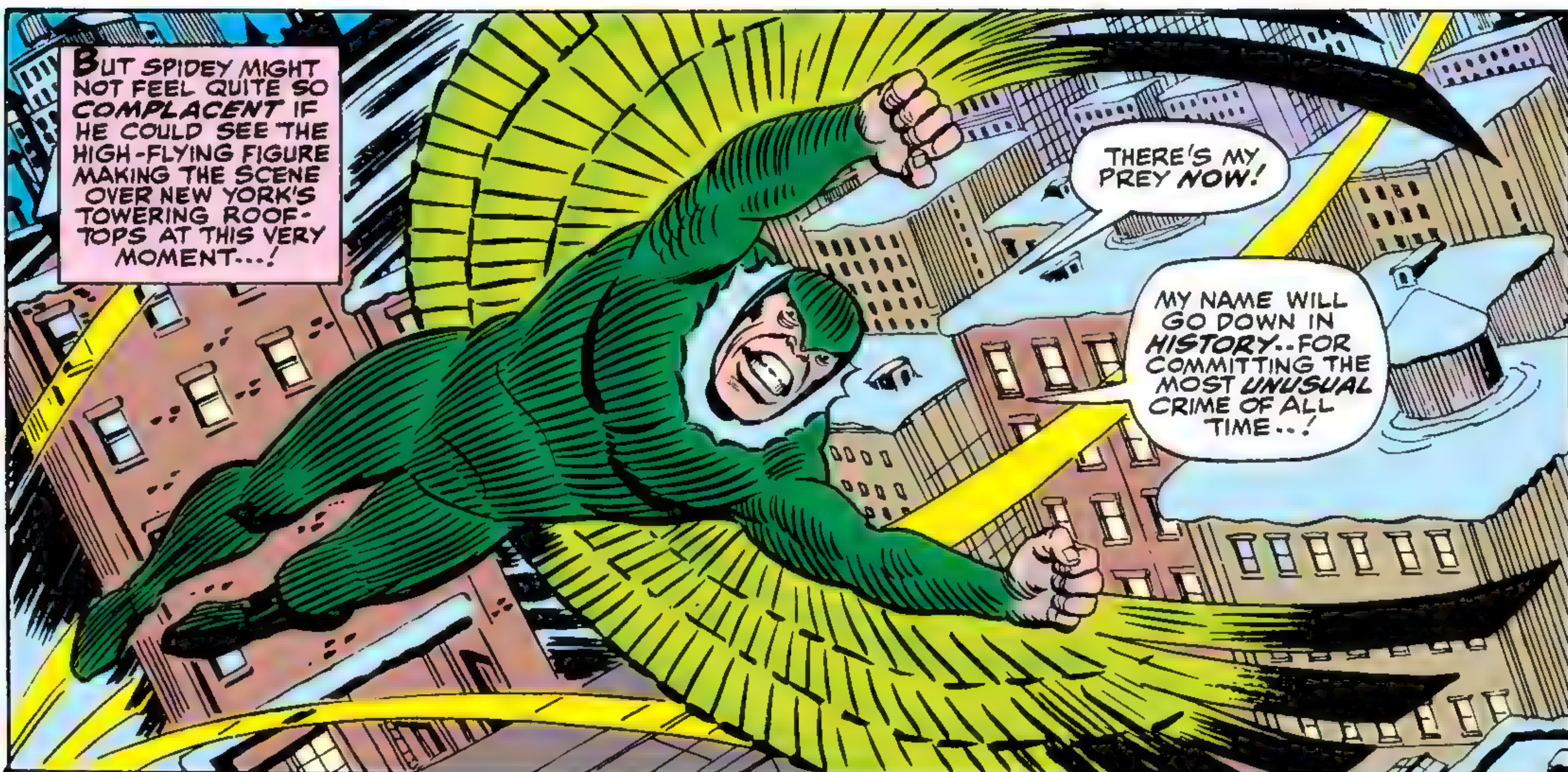
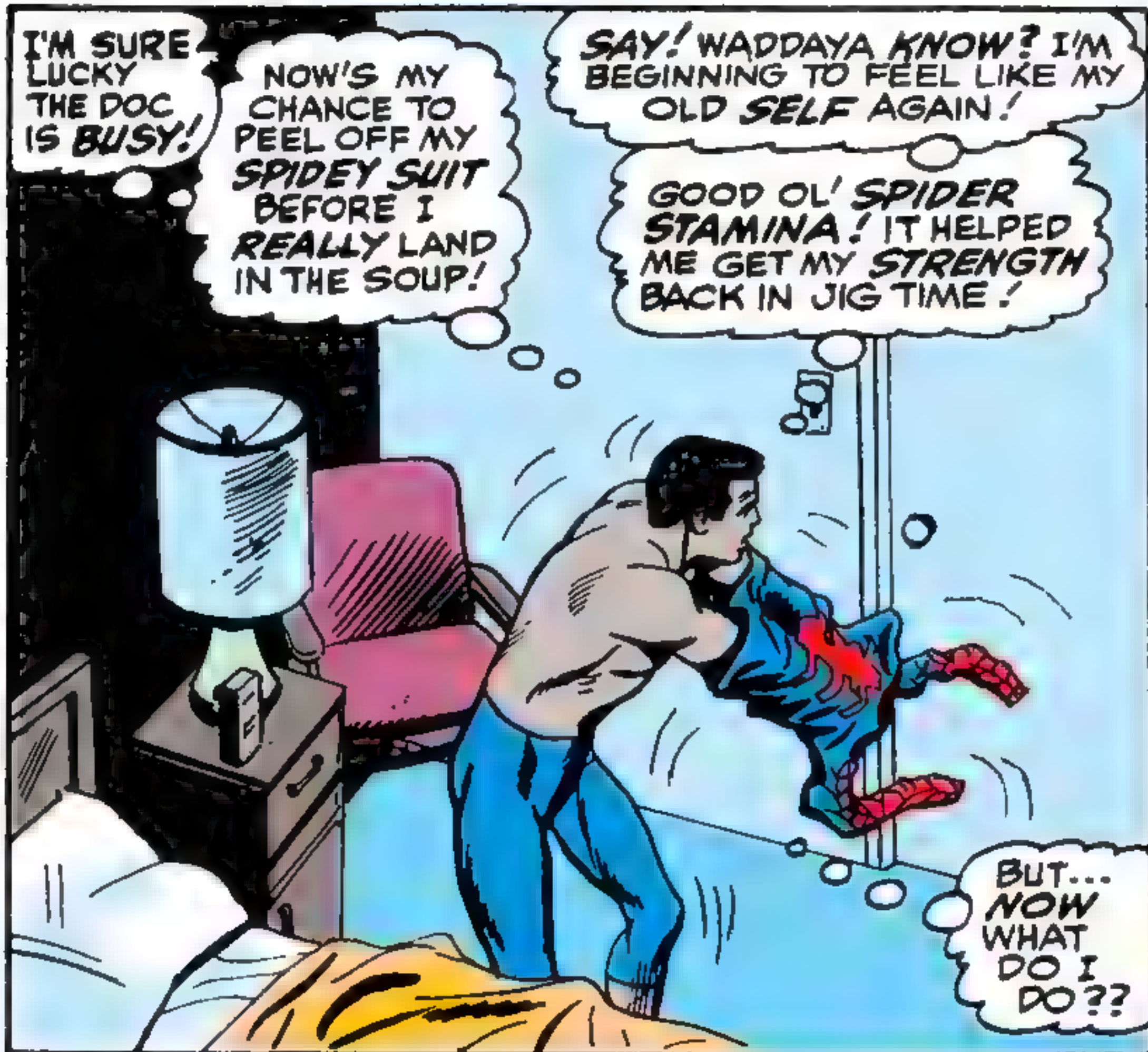




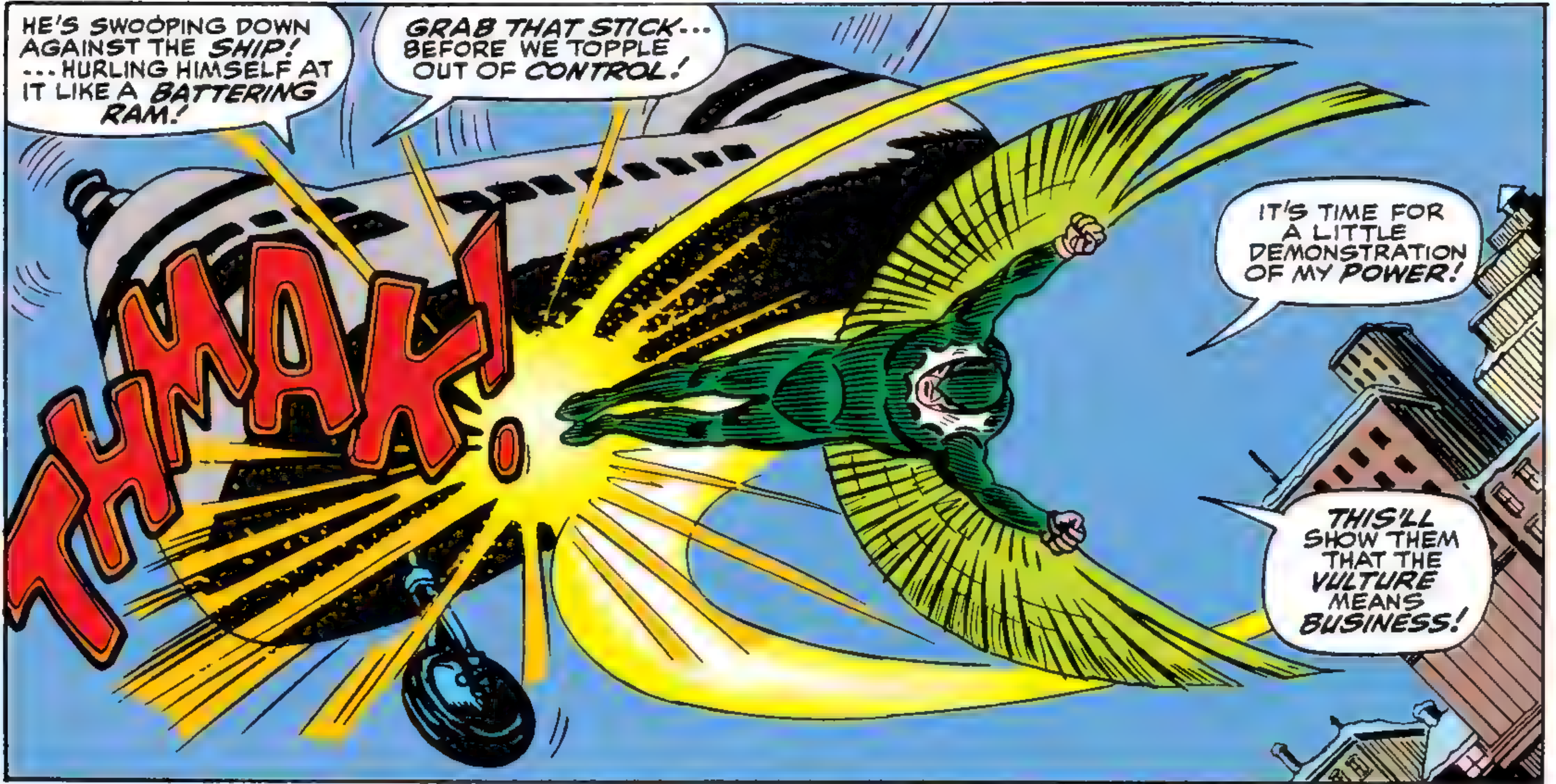












HE'S SWOOPING DOWN AGAINST THE *SHIP*! ... HURLING HIMSELF AT IT LIKE A *BATTERING RAM*!

GRAB THAT *STICK*... BEFORE WE TOPPLE OUT OF CONTROL!

IT'S TIME FOR A LITTLE DEMONSTRATION OF MY *POWER*!

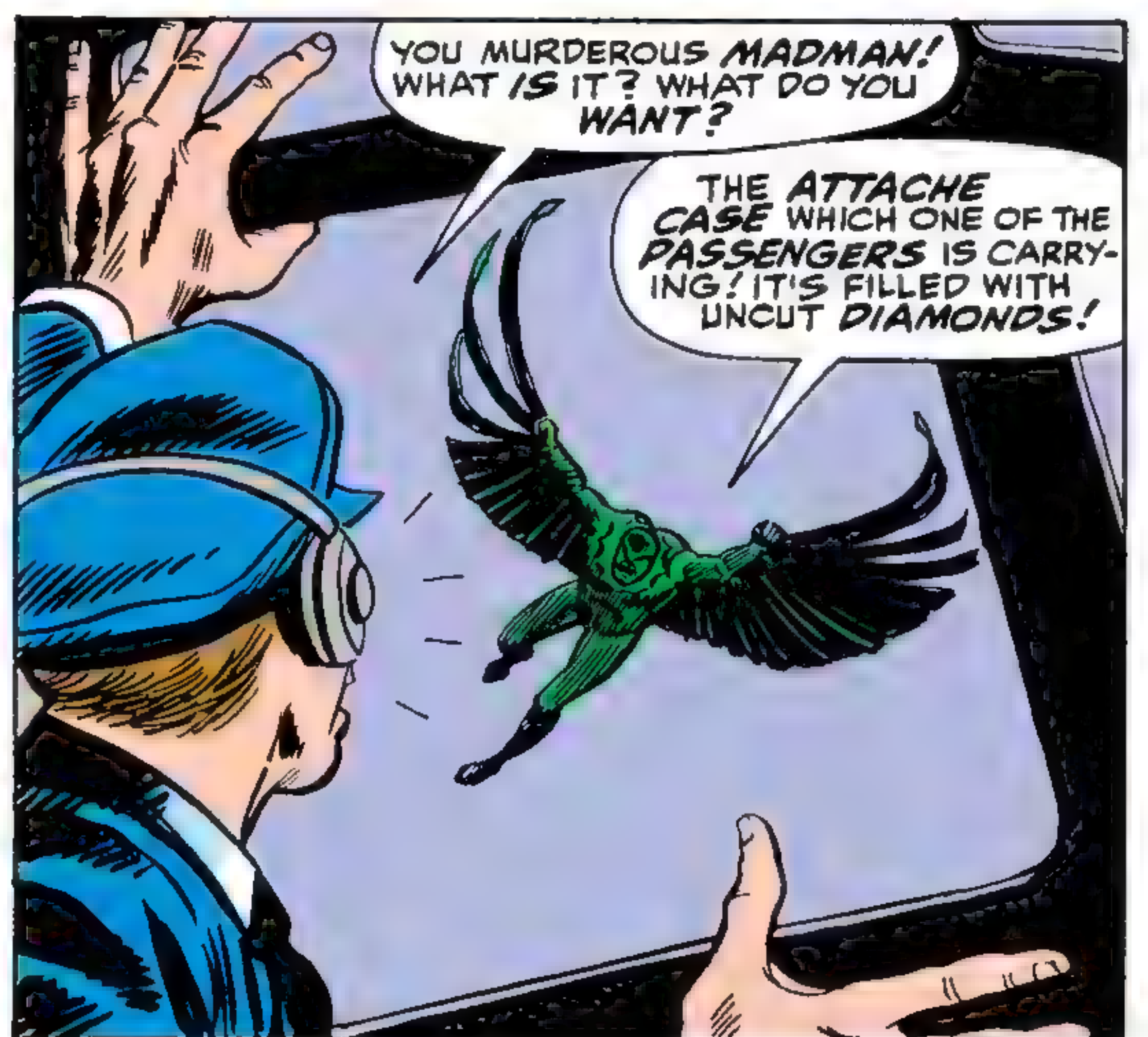
THIS'LL SHOW THEM THAT THE *VULTURE* MEANS BUSINESS!



HAH! THEY JUST PULLED OUT OF THAT *DIVE* IN THE NICK OF TIME!

NOW THEY'LL DO ANYTHING I ORDER THEM TO...

...FOR THEY KNOW WHAT IT MEANS TO DEFY ME!



YOU MURDEROUS *MADMAN*! WHAT IS IT? WHAT DO YOU WANT?

THE *ATTACHE CASE* WHICH ONE OF THE *PASSENGERS* IS CARRYING! IT'S FILLED WITH *UNCUT DIAMONDS*!



HAND IT OUT TO ME...NOW... OR YOU'LL NEVER REACH THE *AIRPORT*!

YOU'VE GOT *THIRTY SECONDS* BEFORE I SLAM INTO YOUR *SHIP* AGAIN!



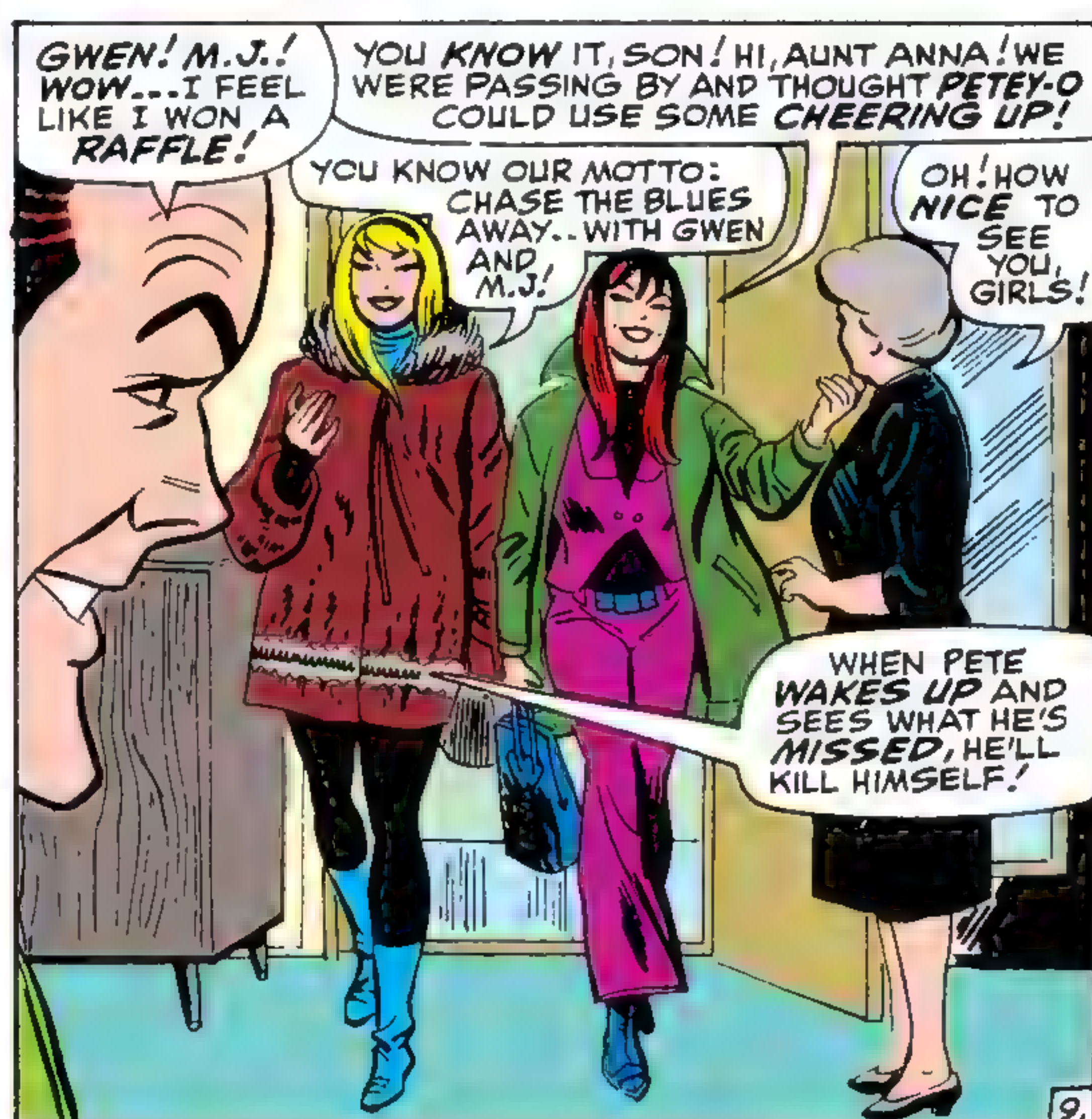
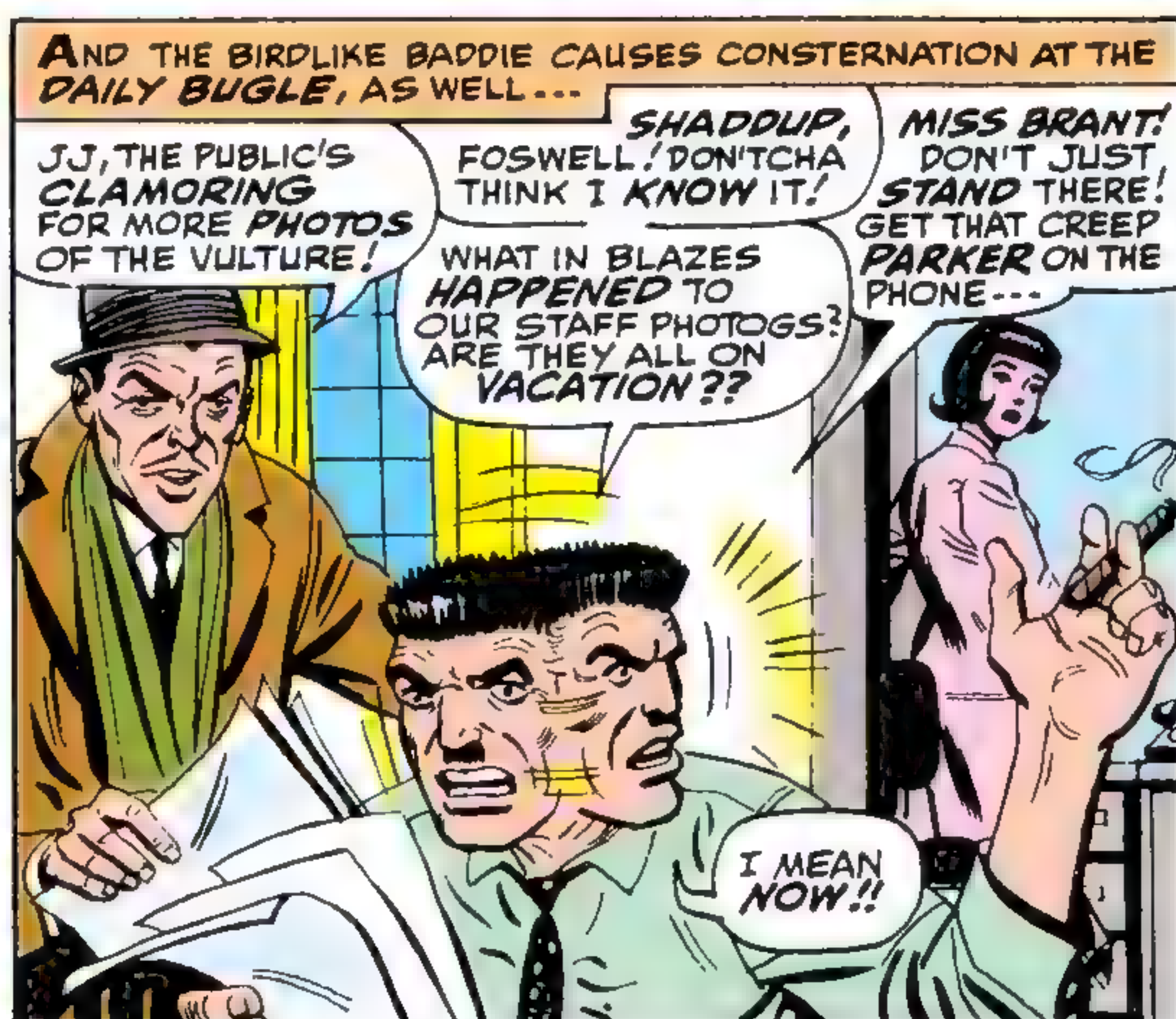
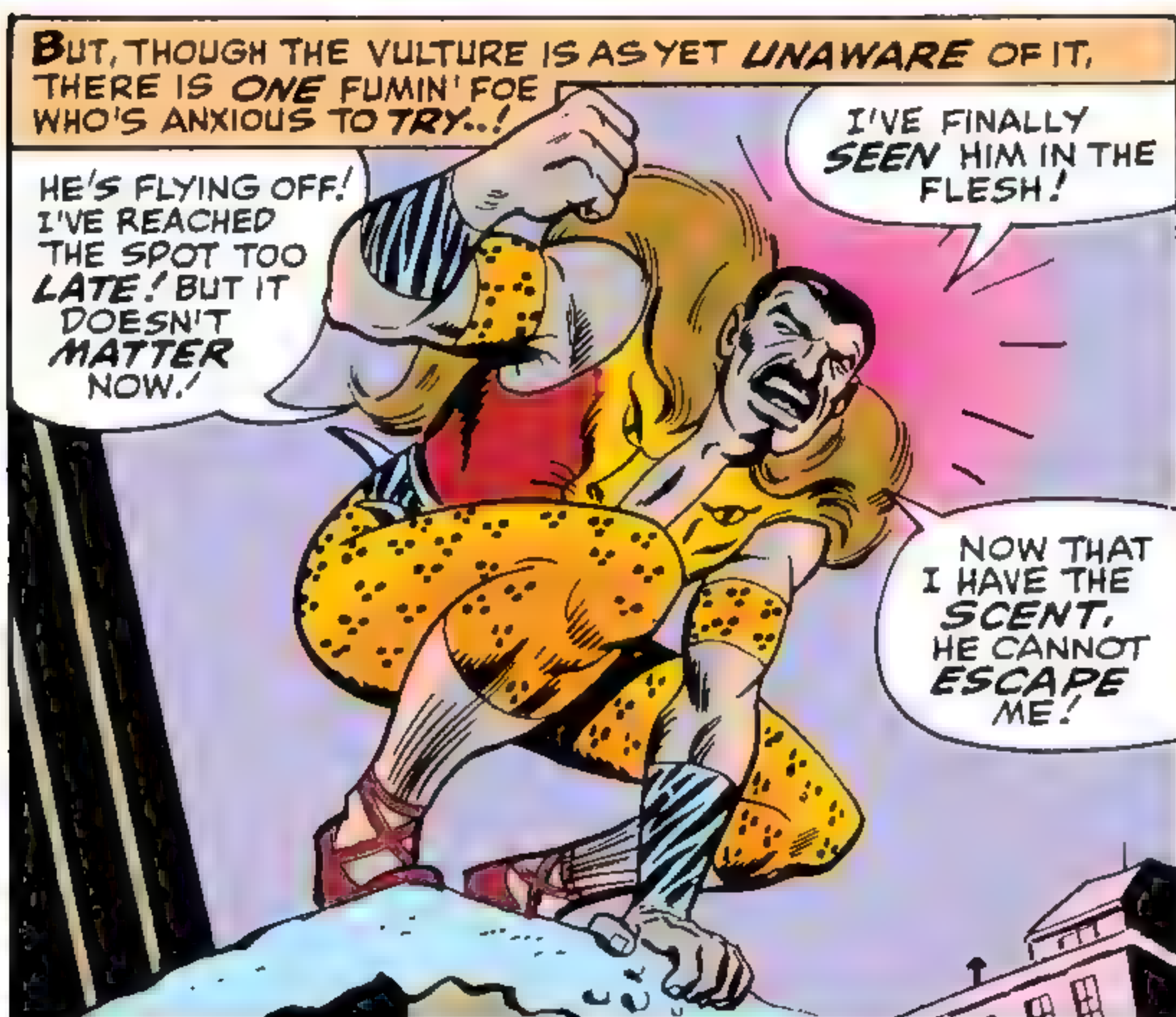
HERE! THIS IS WHAT HE WANTS!

FOR THE LOVE OF HEAVEN... GIVE IT TO HIM... BEFORE HE KILLS US ALL!

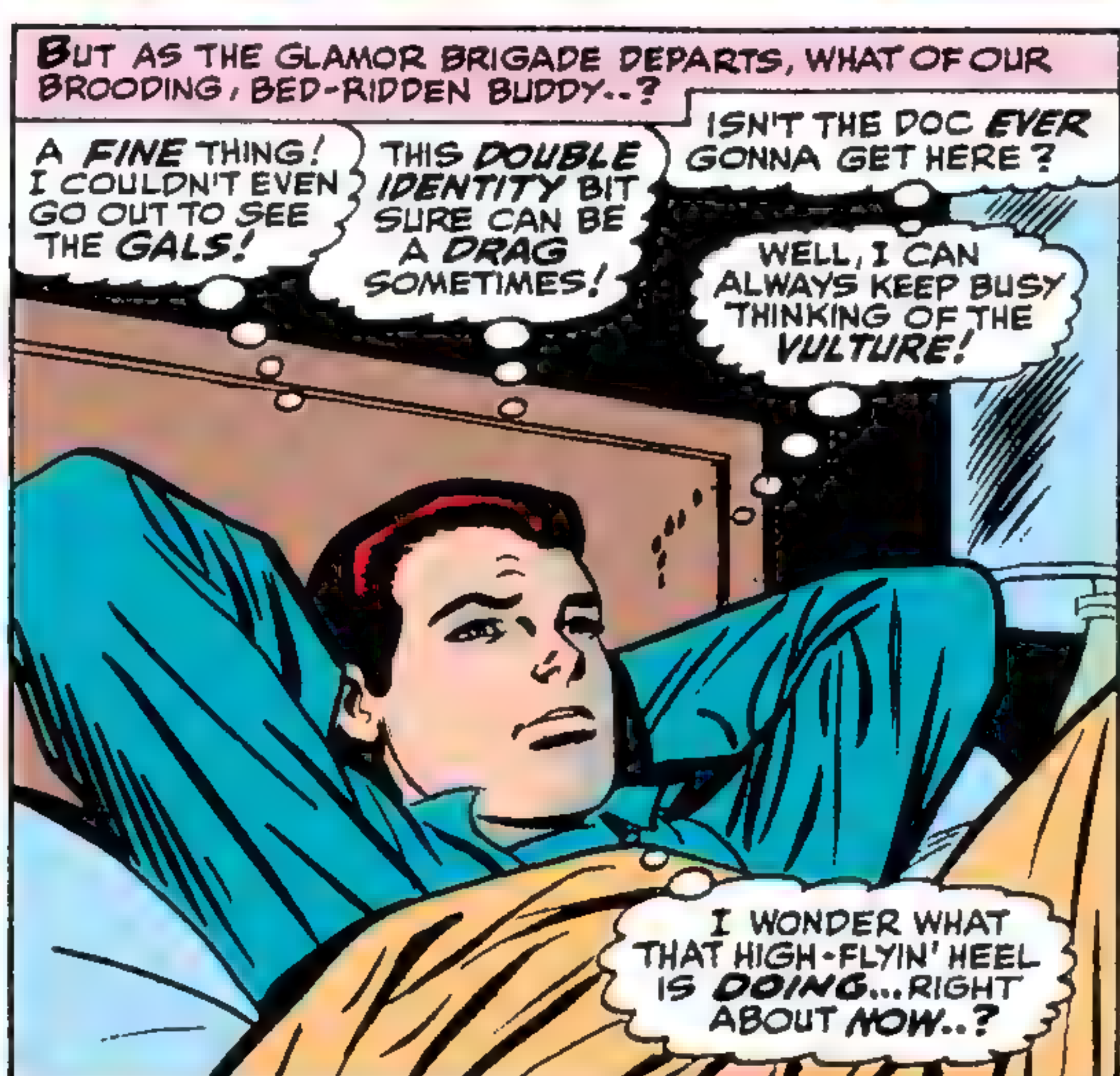
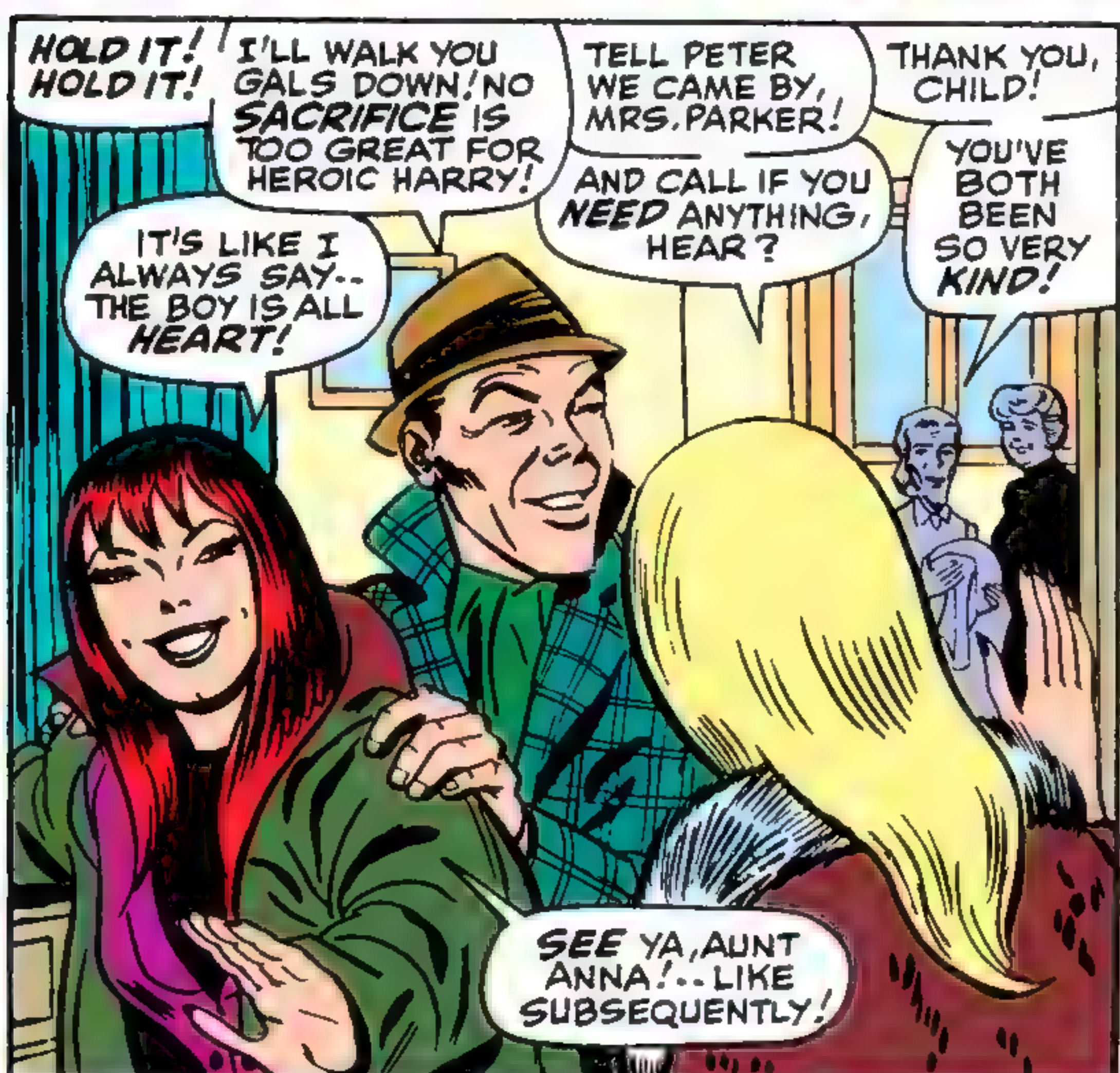
HURRY! HE'S GETTING READY FOR ANOTHER *POWER DIVE* AT US!

ONLY *FIVE SECONDS* LEFT! DON'T SAY I DIDN'T WARN YOU...!





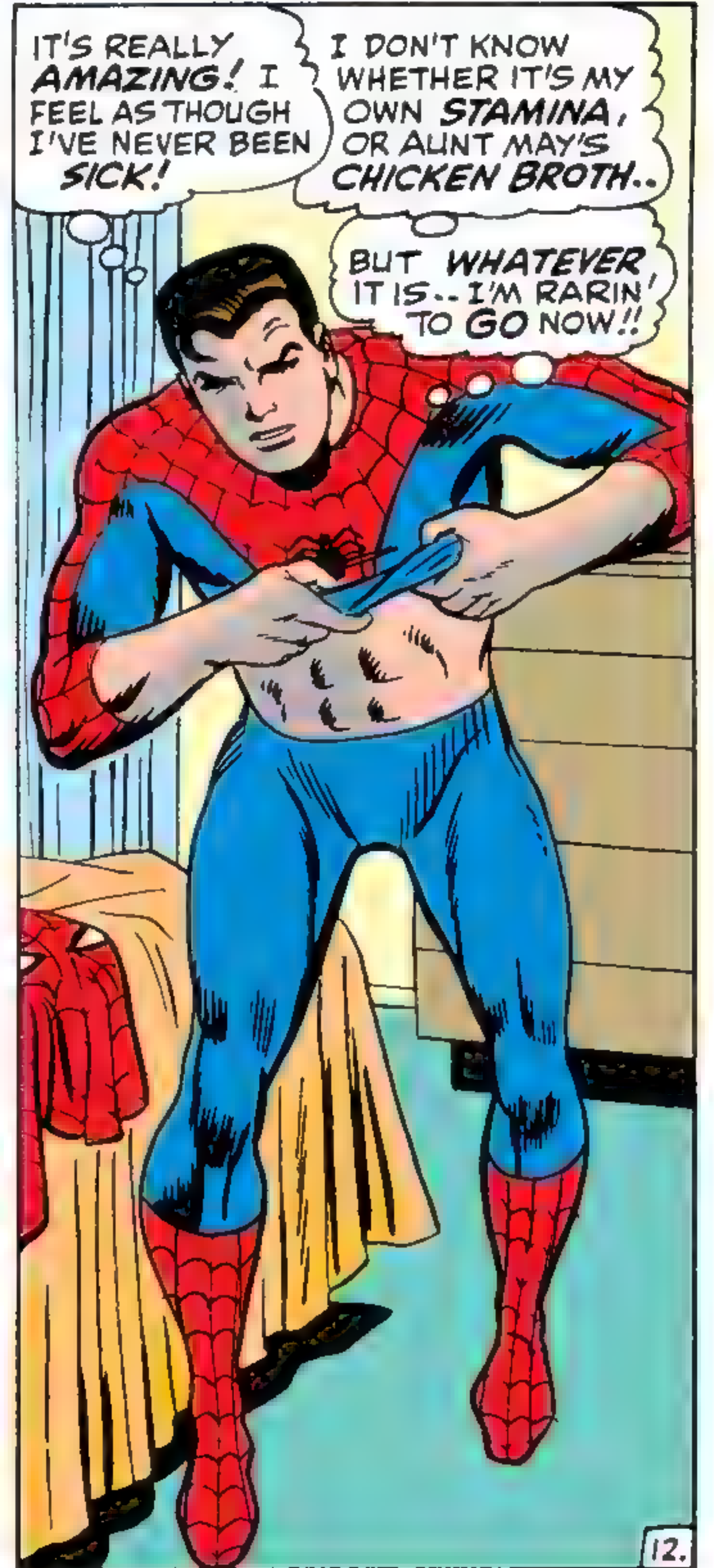
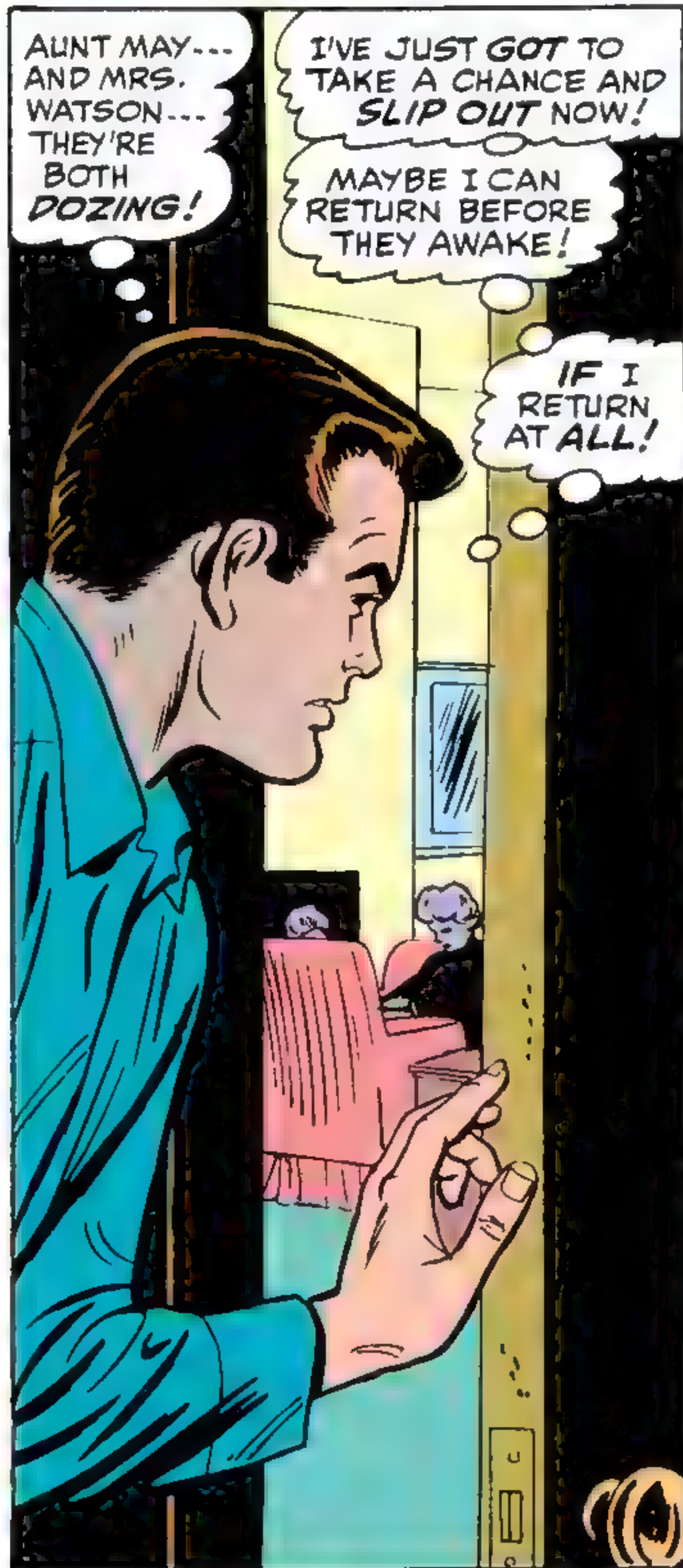














AND SO, TO THE DELIGHT OF ZILLIONS OF SPIDEYPHILES EVERYWHERE, IT'S WALL-CRAWLING TIME ONCE MORE...!!

I KNOW HOW POWERFUL KRAVEN AND THE VULTURE ARE... BUT I ALSO KNOW I CAN TAKE 'EM BOTH!

I'VE GOT THE SPEED, AND THE SKILL, AND THE STRENGTH TO COME OUT ON TOP IN ANY BALL GAME!

I'VE HAD SOME UNLUCKY BREAKS BEFORE... BUT NOW MY LUCK'S CHANGED... I CAN FEEL IT!

I KNEW IT WOULDN'T TAKE ME LONG TO REACH EXHIBITION HALL!

NO WONDER KRAVEN PICKED A SPOT LIKE THIS... IT'S ALL FITTED OUT FOR THE EXPLORERS' EXHIBITION!

HE'LL BE RIGHT IN HIS ELEMENT... IT'S LIKE A MINIATURE JUNGLE IN THERE!

PRETTY CLEVER THE WAY HE COVERED THIS SKYLIGHT WITH A NET, SO THE VULTURE CAN'T FLY OUT AGAIN!

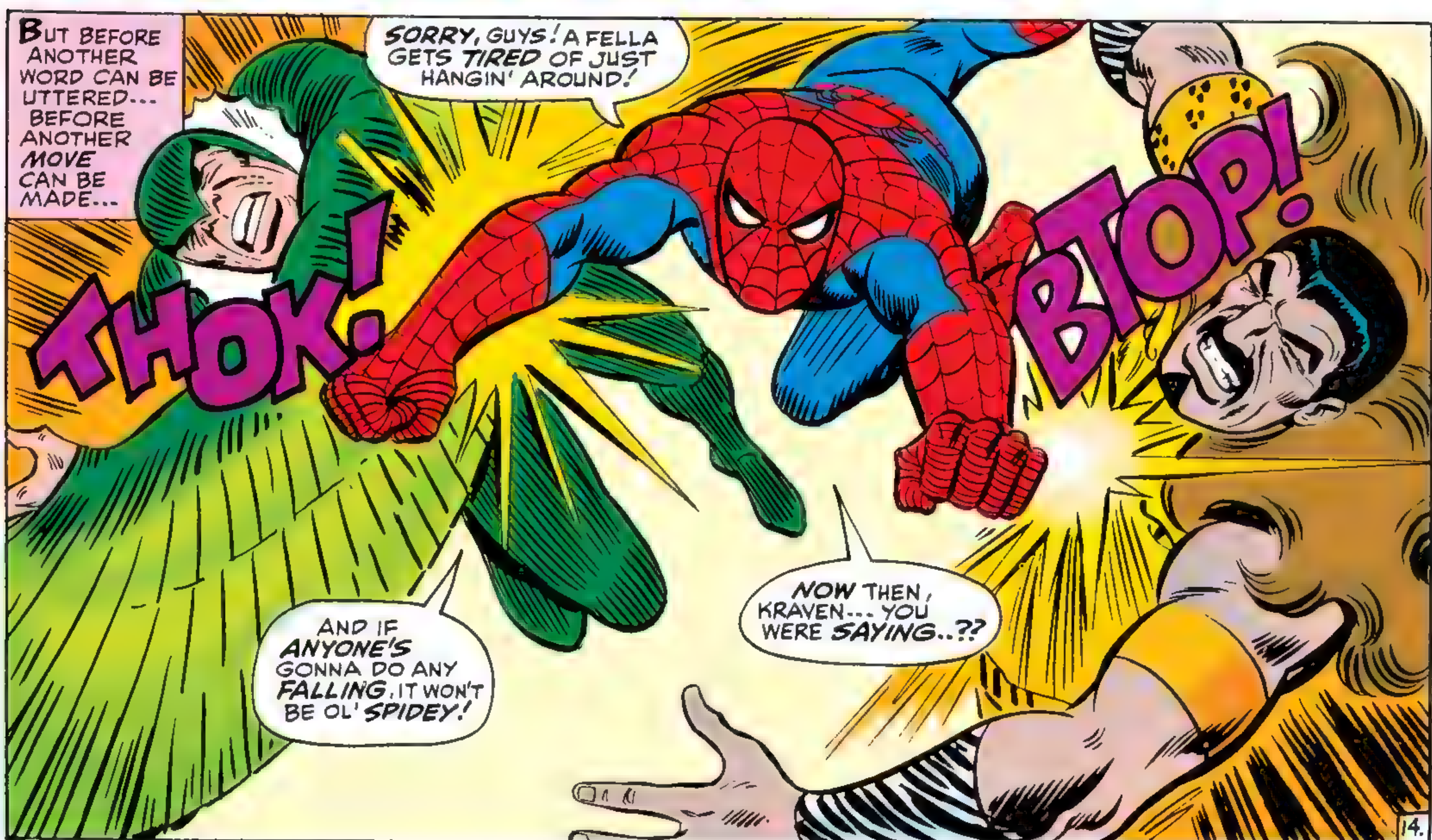
WELL, I'D BETTER SET UP MY CAMERA AND JOIN THE PARTY WHILE IT'S STILL GOING STRONG...

GREAT FIGHT, FELLAS! I'M SURE GLAD I GOT ME A RINGSIDE SEAT!

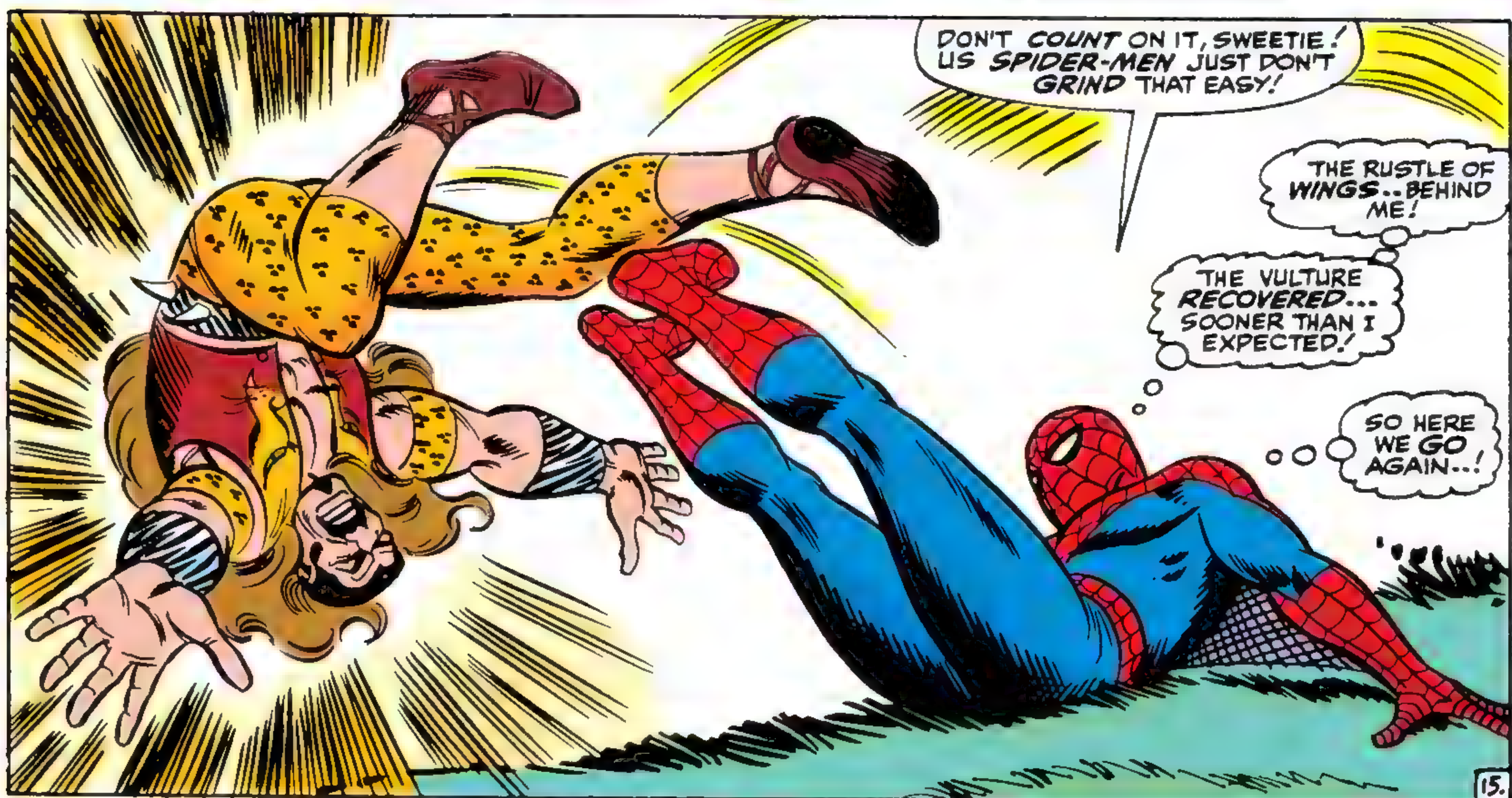
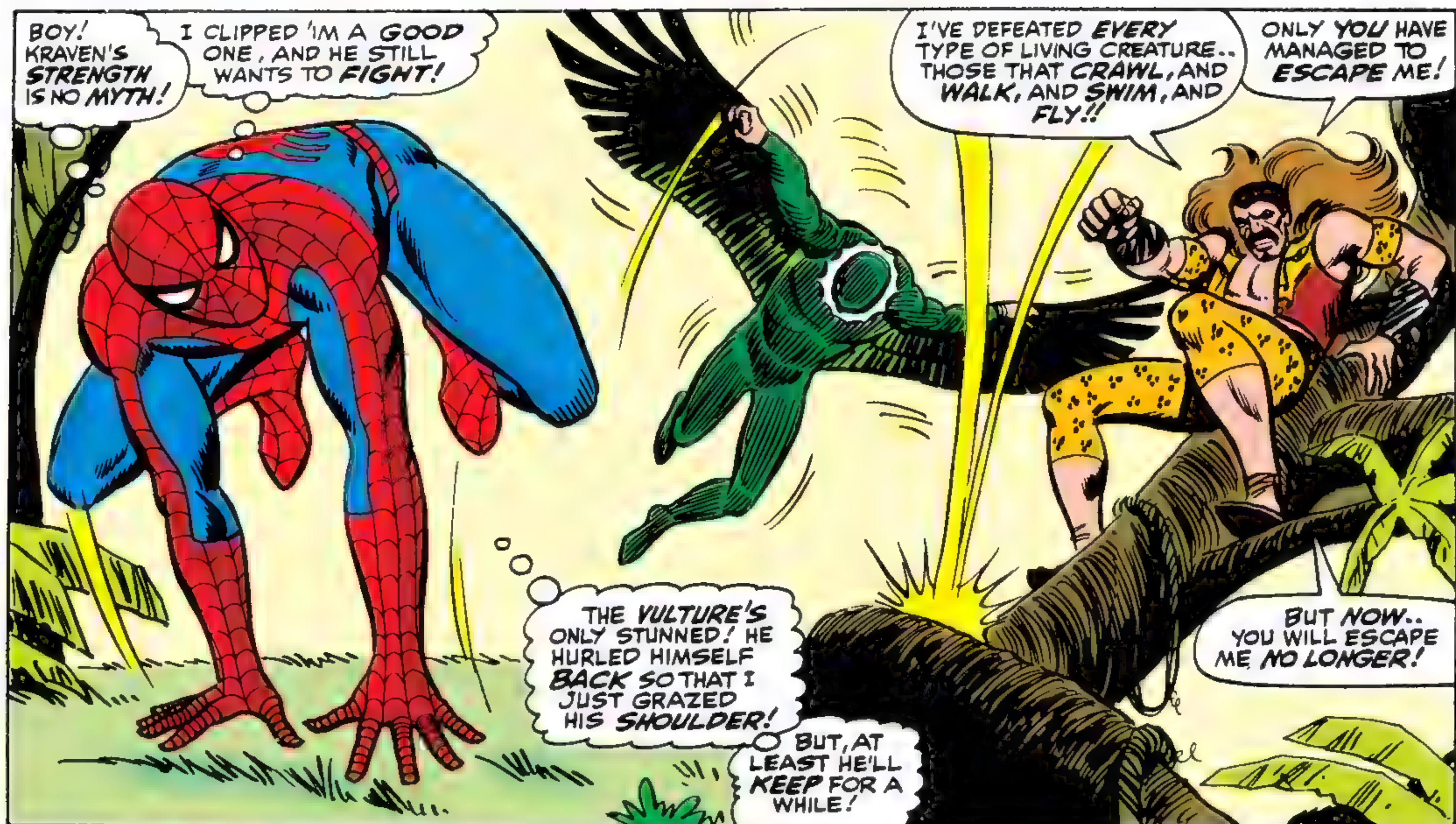
SPIDER-MAN! HE DARED COME HERE?!!

YOU FRAUD! YOU CLAIMED TO HAVE FINISHED HIM... JUST AS I WILL FINISH YOU!!





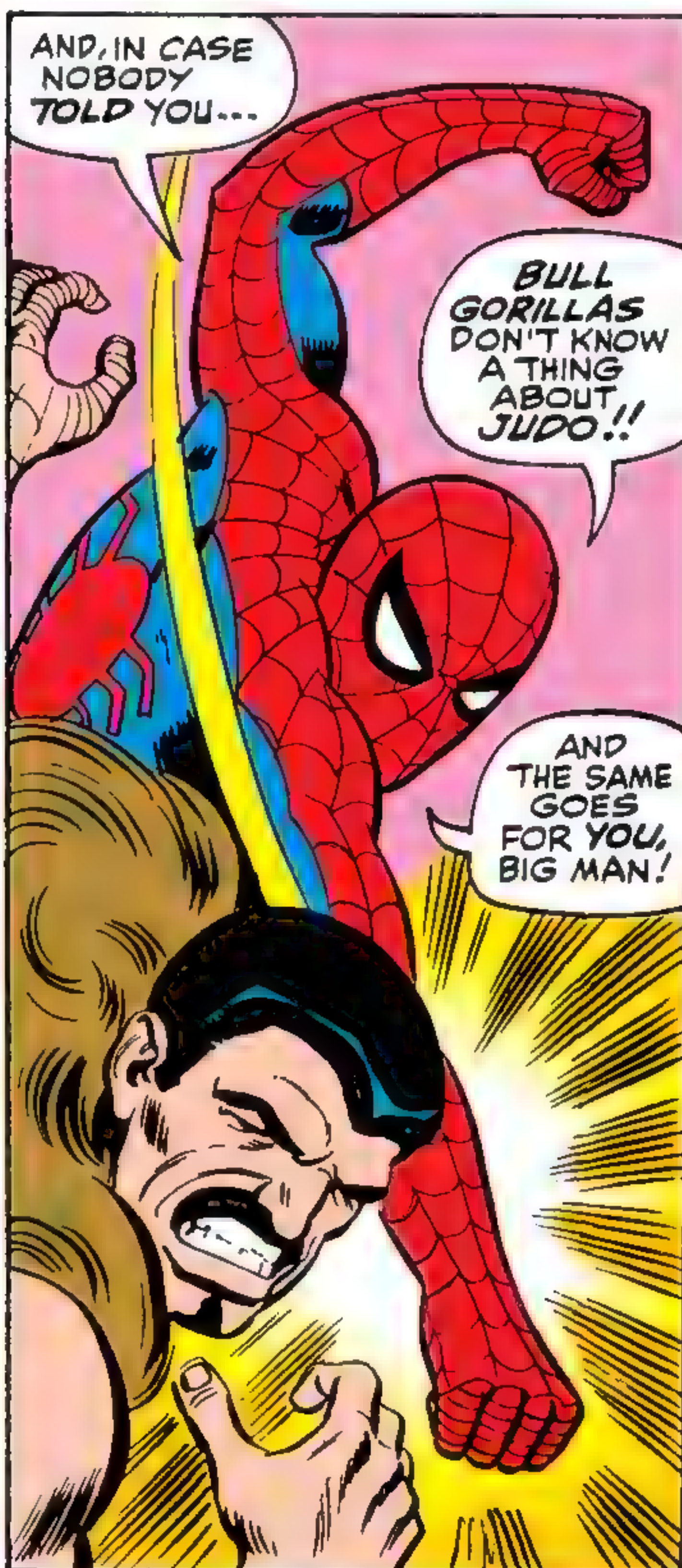
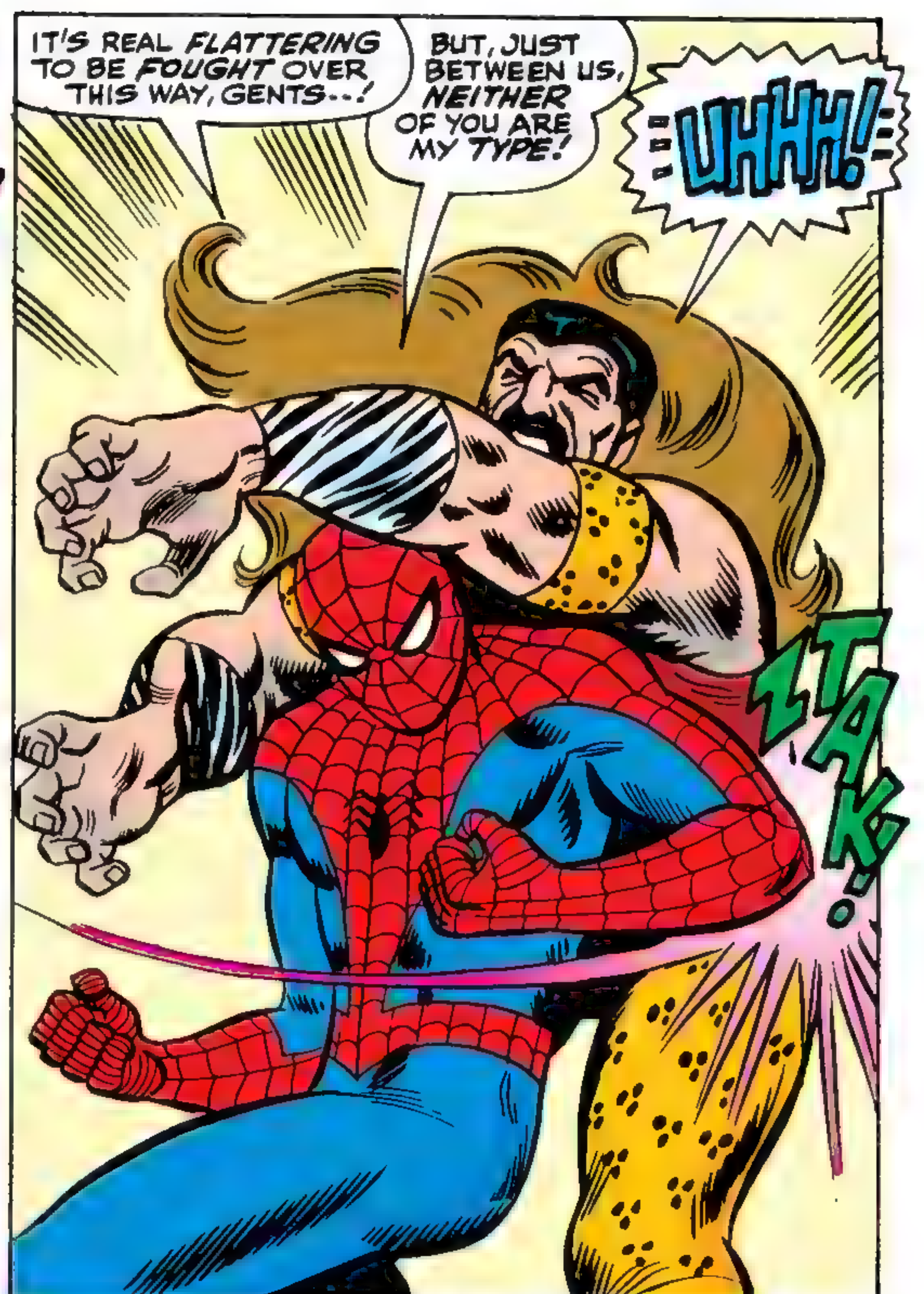




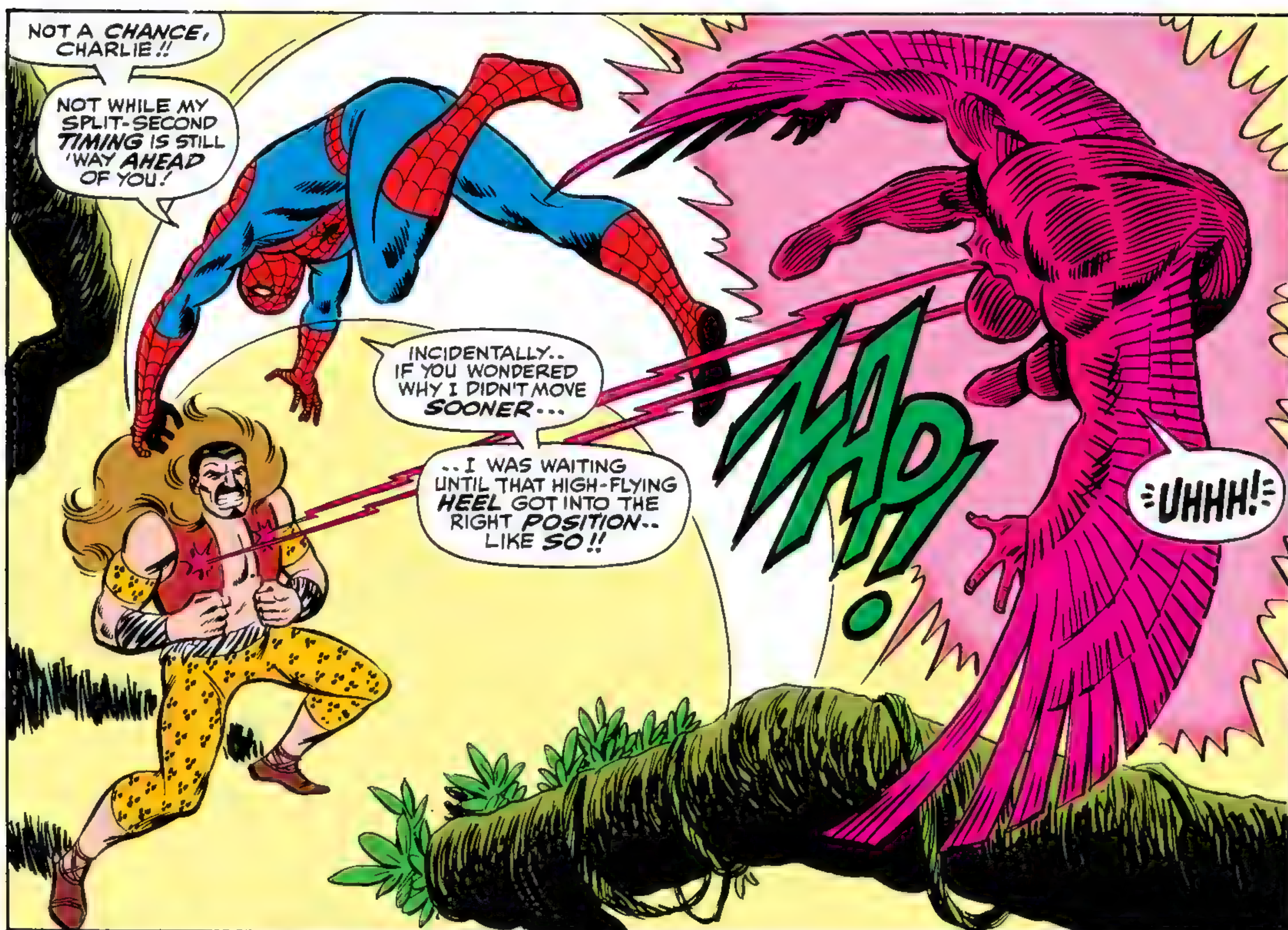




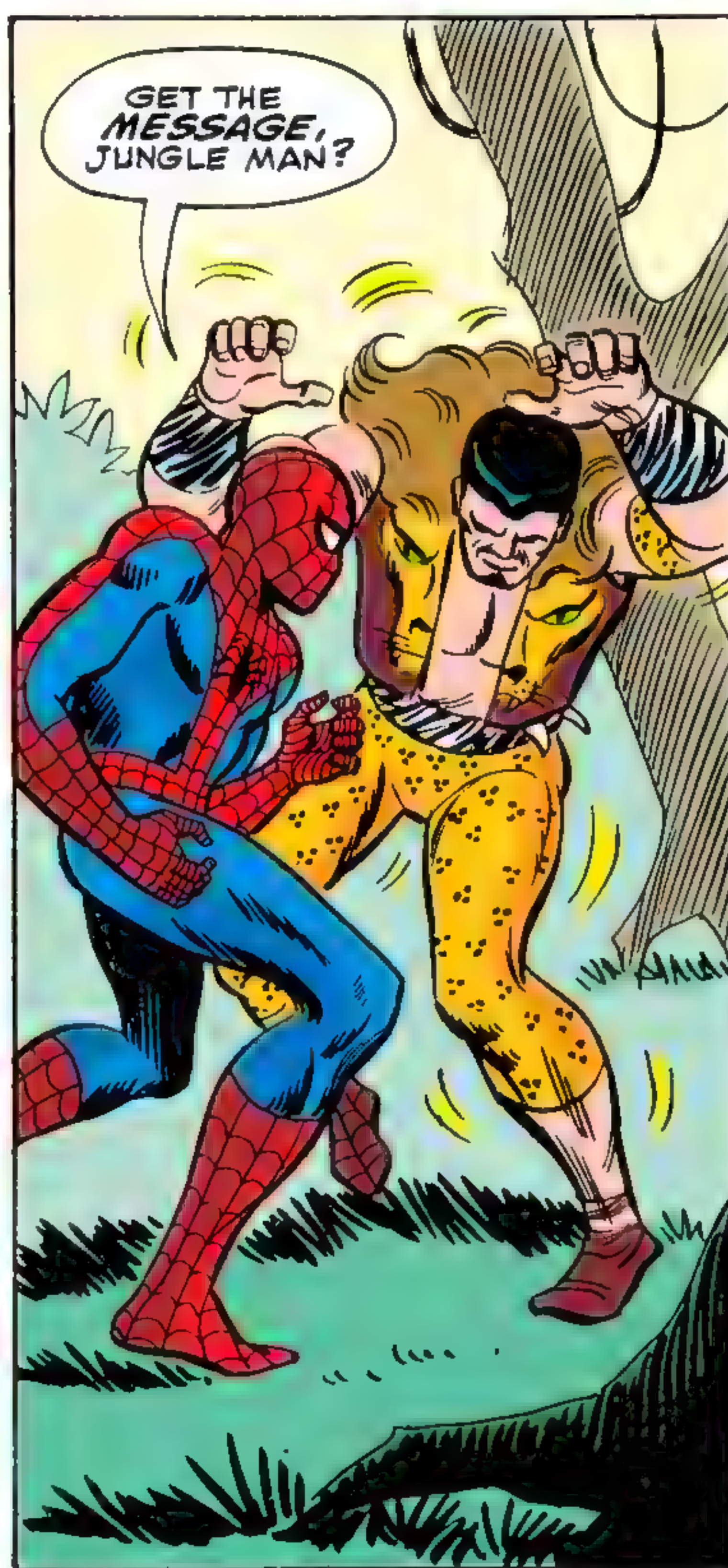
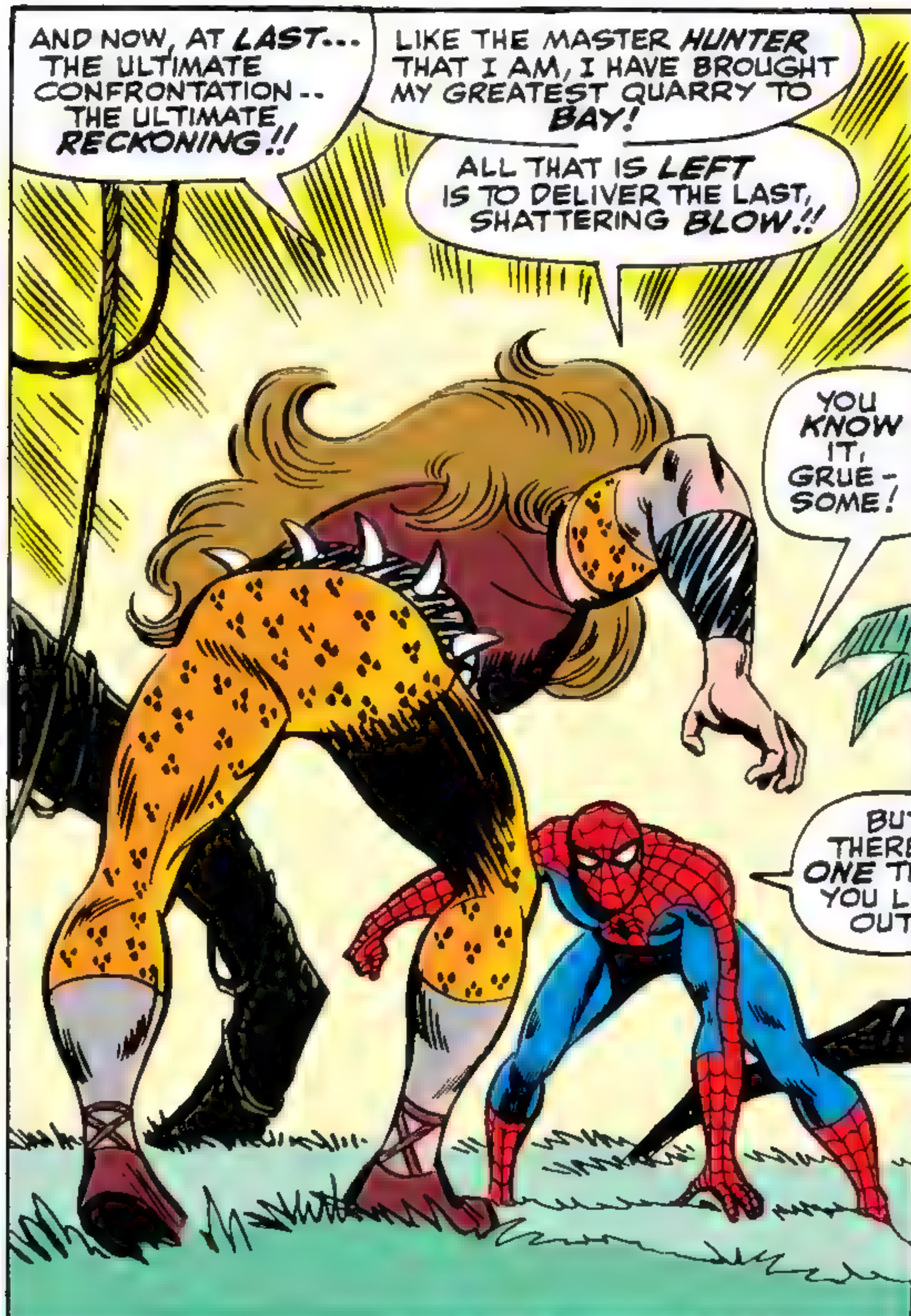














THUS, A FEW SIMPLE, SOUL-SATISFYING SECONDS LATER...

JUST HOLD THAT POSE, GENTS! I WANNA HAVE A LITTLE KEEP-SAKE OF THE TWO OF YOU...

SOMETHING TO PUT IN MY HOPE CHEST!

CLICK!

HOW'S ABOUT SAYIN' CHEESE FOR A FELLA, KRAVEY?

OL' JOLLY JONAH OUGHTTA BE WILLING TO PAY THROUGH THE NOSE FOR A SHOT LIKE THIS!

OKAY, TRUE BELIEVERS... ON YOUR TOES!! IT'S WRAP-UP TIME AGAIN...

NOW THAT'S WHAT I CALL A REAL FUN EVENING!!

EXACTLY THREE MINUTES AND TWENTY-TWO SECONDS LATER... (AS IF IT MATTERS!)

PETER DEAR, DO YOU FEEL UP TO SEEING DR. BROMWELL NOW?

DON'T WORRY, SON... WE'LL HAVE YOU ON YOUR FEET IN NO TIME!

SURE, AUNT MAY! I, EH, I THINK I CAN MAKE IT!

MRS. PARKER, IT SEEMS THAT A DAY IN BED DID OUR PATIENT A WORLD OF GOOD!

I GUESS I JUST NEEDED SOME NICE, QUIET REST!

FAR AS I CAN TELL, PETE, YOU'RE AS FIT AS THE PROVERBIAL FIDDLE!

I STAYED OUTSIDE, TO MAKE SURE HE WOULDN'T BE DISTURBED!

IT WAS PROBABLY JUST A 24-HOUR VIRUS! HE'S PERFECTLY FINE NOW!

I'M SO RELIEVED, DOCTOR! HE'S SUCH A FRAGILE BOY!

FRAGILE??! MY DEAR WOMAN, HE'S THE PICTURE OF ROBUST HEALTH!

MERCY, DOCTOR! IF I DIDN'T KNOW BETTER, I'D THINK YOU MEANT IT!

ISN'T THAT DR. BROMWELL THE DEAREST THING?

AS YOU WOULD SAY, PETER... HE'S A REGULAR PUSSYWILLOW!

NO, AUNT MAY! I KEEP TELLING YOU... THE WORD IS PUSSY-CAT!

BUT I THINK PUSSYWILLOWS ARE MUCH CUTER, DEAR!

OKAY, PRETTY GIRL! IF YOU SAY SO, HE'S A PUSSY-WILLOW!

THE MORE MAY SAYS IT, THE MORE IT SOUNDS RIGHT TO ME!

TELL YOU WHAT! HOW ABOUT ME TAKING MY FAVORITE GALS TO A MOVIE!

THERE'S A WAY-OUT WESTERN AT THE BIJOU!

THAT WOULD BE NICE, PETER!

YOU'VE BEEN COOPED UP SO LONG, YOU CAN USE A LITTLE EXCITEMENT!

**NEXT!**  
**"SPIDER-MAN NO MORE!"**





# the AMAZING SPIDER-MAN™

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

**MARVEL**  
COMICS  
GROUP  
12¢ 50  
IND. JULY

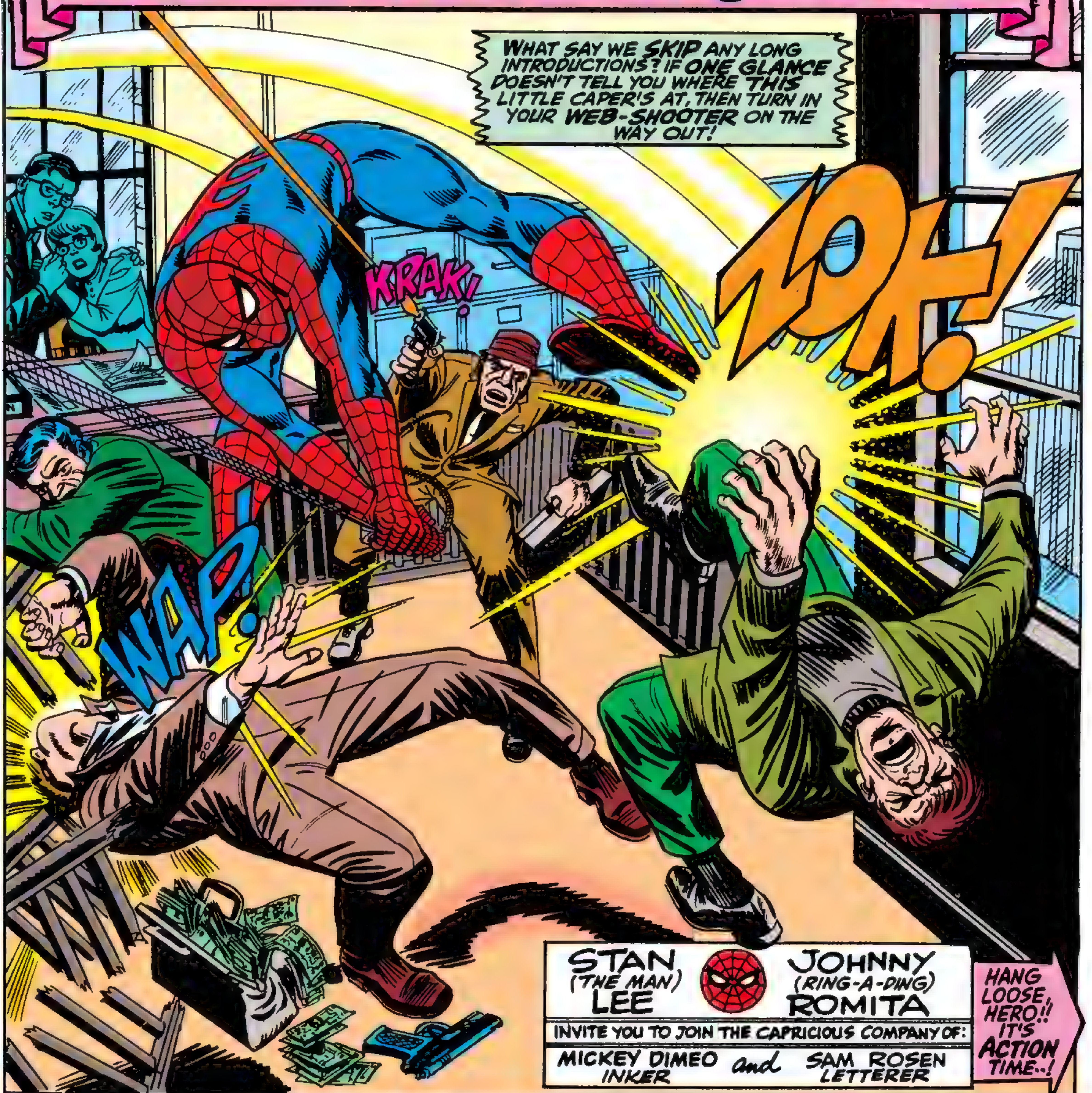
"SPIDER-MAN  
NO MORE!"



# THE AMAZING SPIDER-MAN!

## "SPIDER-MAN NO MORE!"

WHAT SAY WE SKIP ANY LONG INTRODUCTIONS? IF ONE GLANCE DOESN'T TELL YOU WHERE THIS LITTLE CAPER'S AT, THEN TURN IN YOUR WEB-SHOOTER ON THE WAY OUT!



STAN  
(THE MAN)  
LEE



JOHNNY  
(RING-A-DING)  
ROMITA

INVITE YOU TO JOIN THE CAPRICIOUS COMPANY OF:

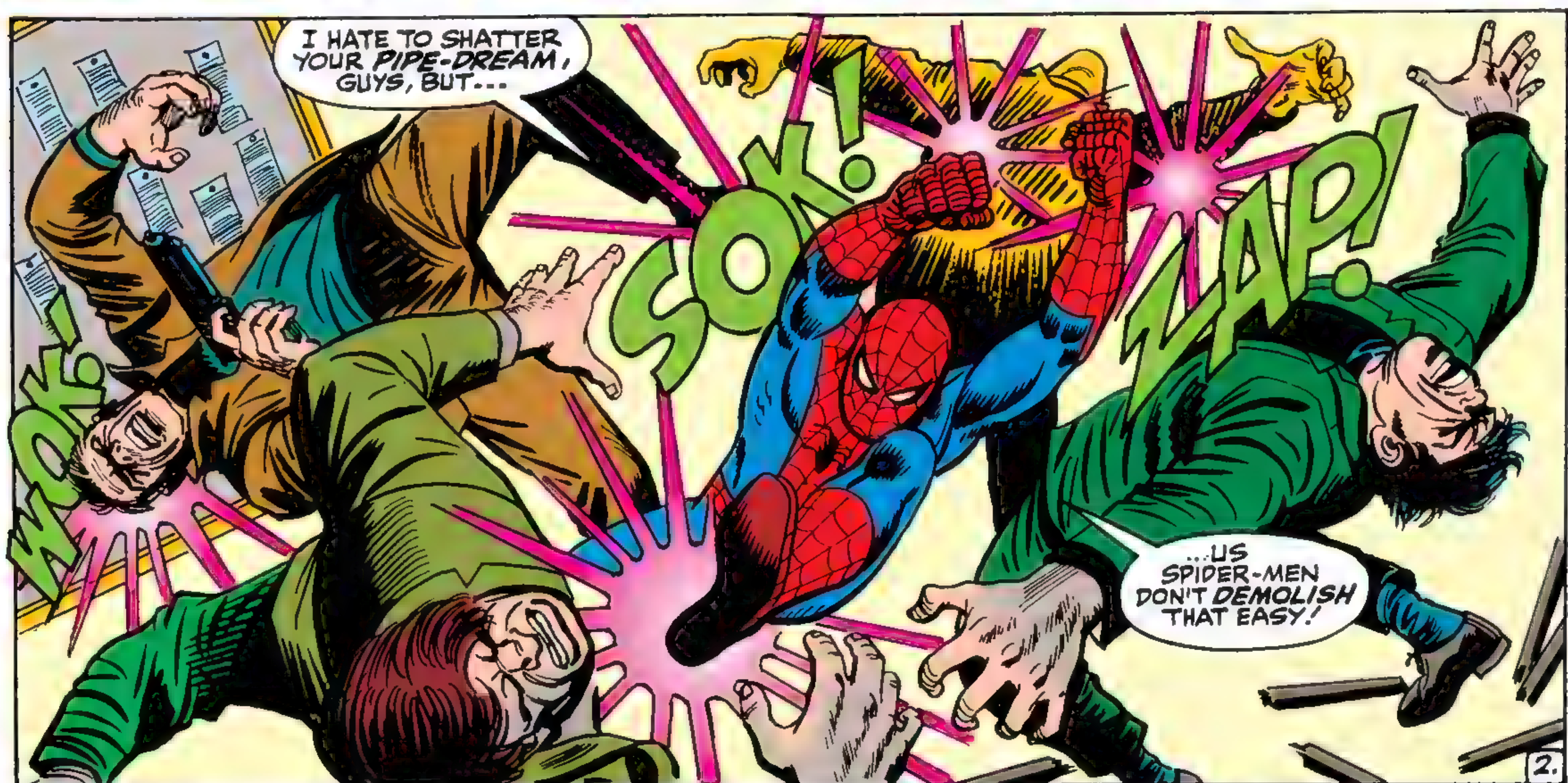
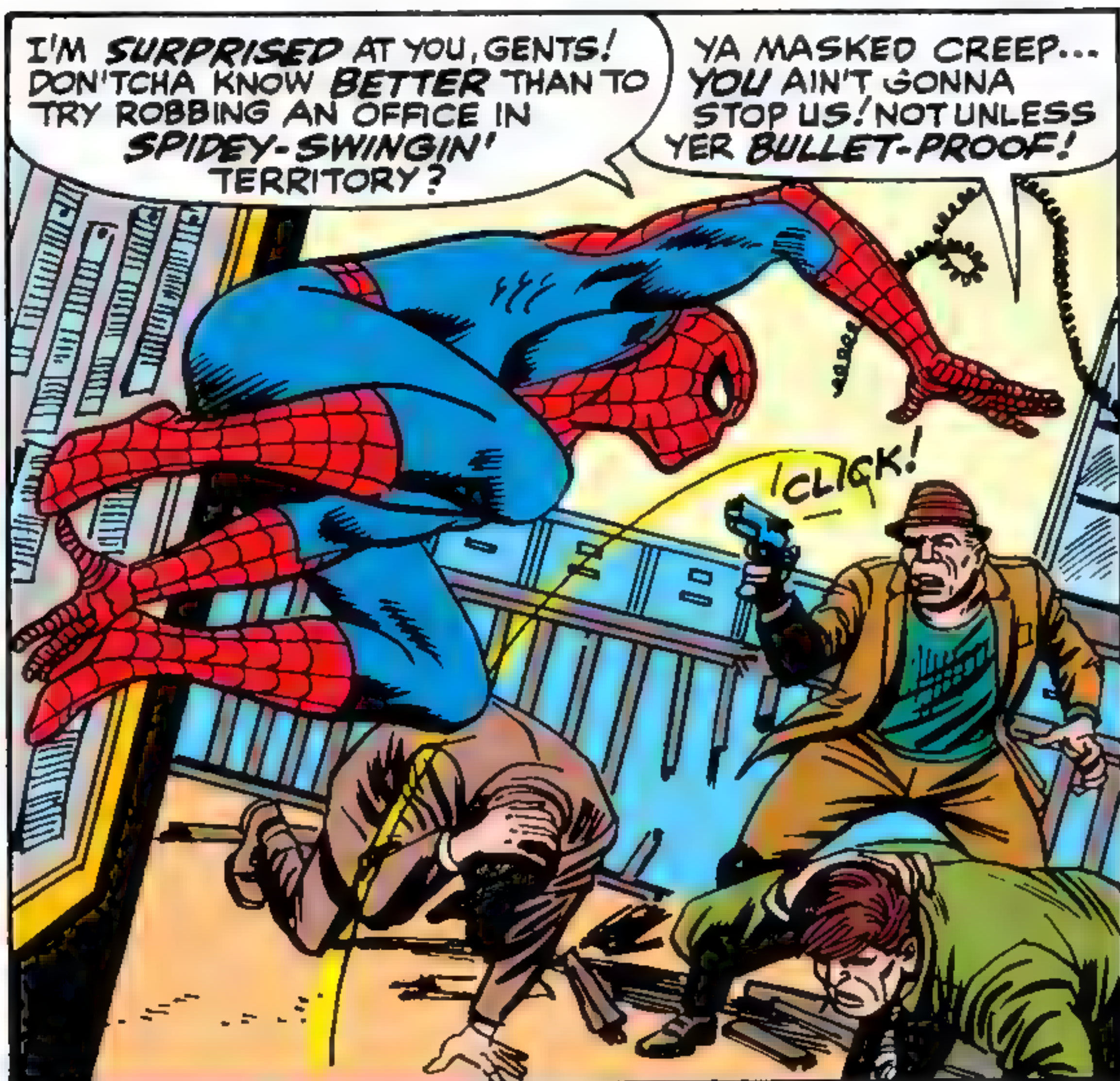
MICKEY DIMEO  
INKER

and

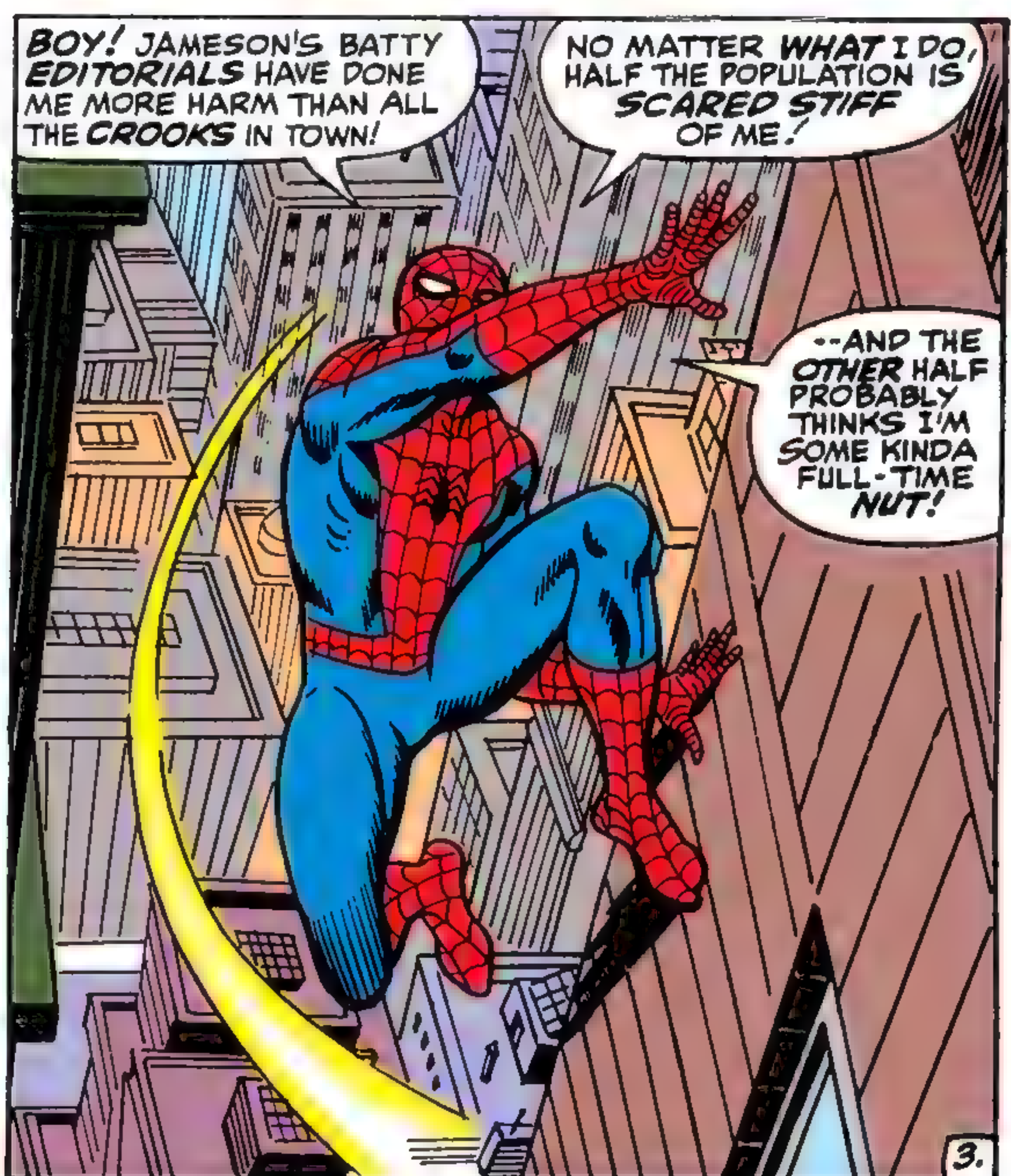
SAM ROSEN  
LETTERER

HANG  
LOOSE,  
HERO!!  
IT'S  
ACTION  
TIME..!

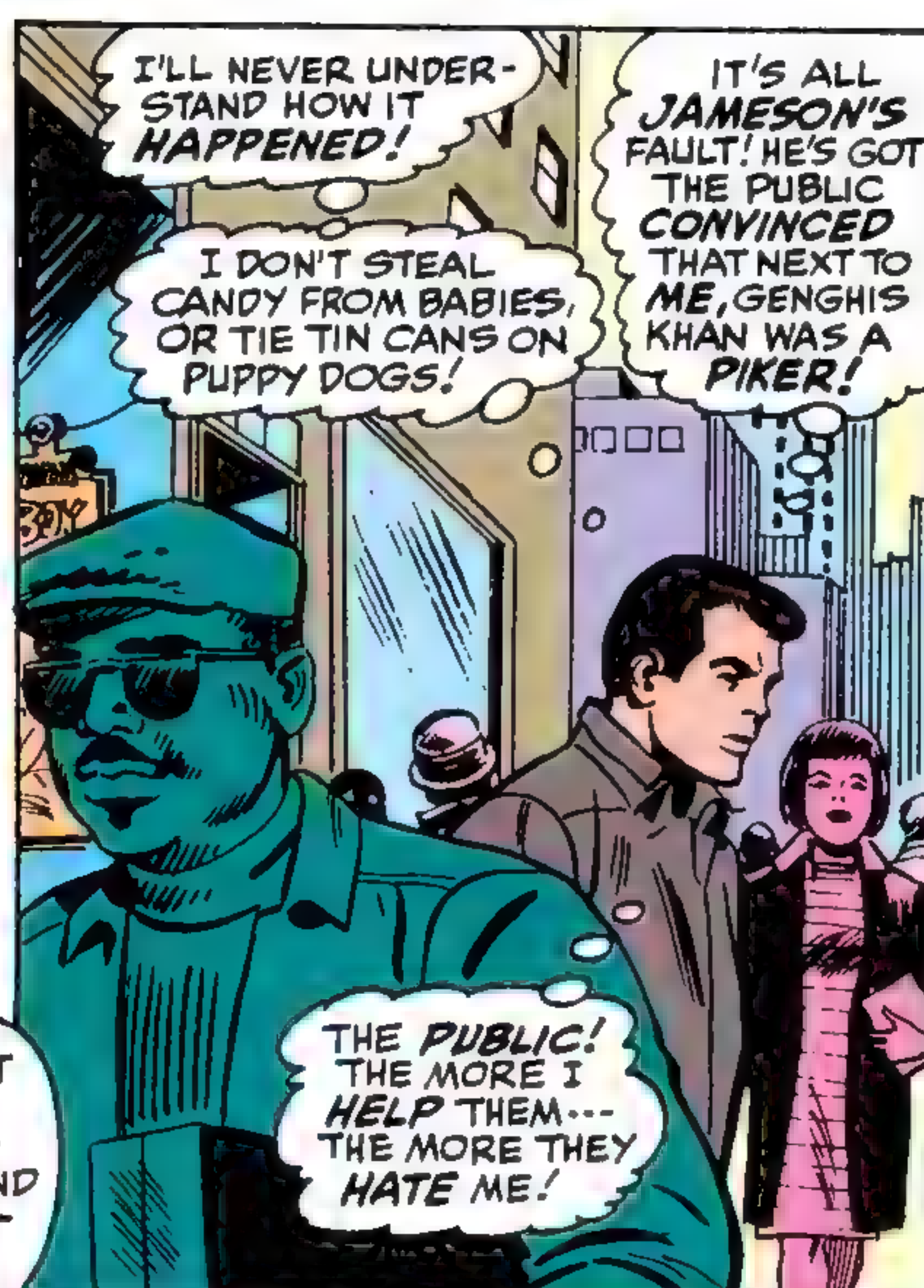
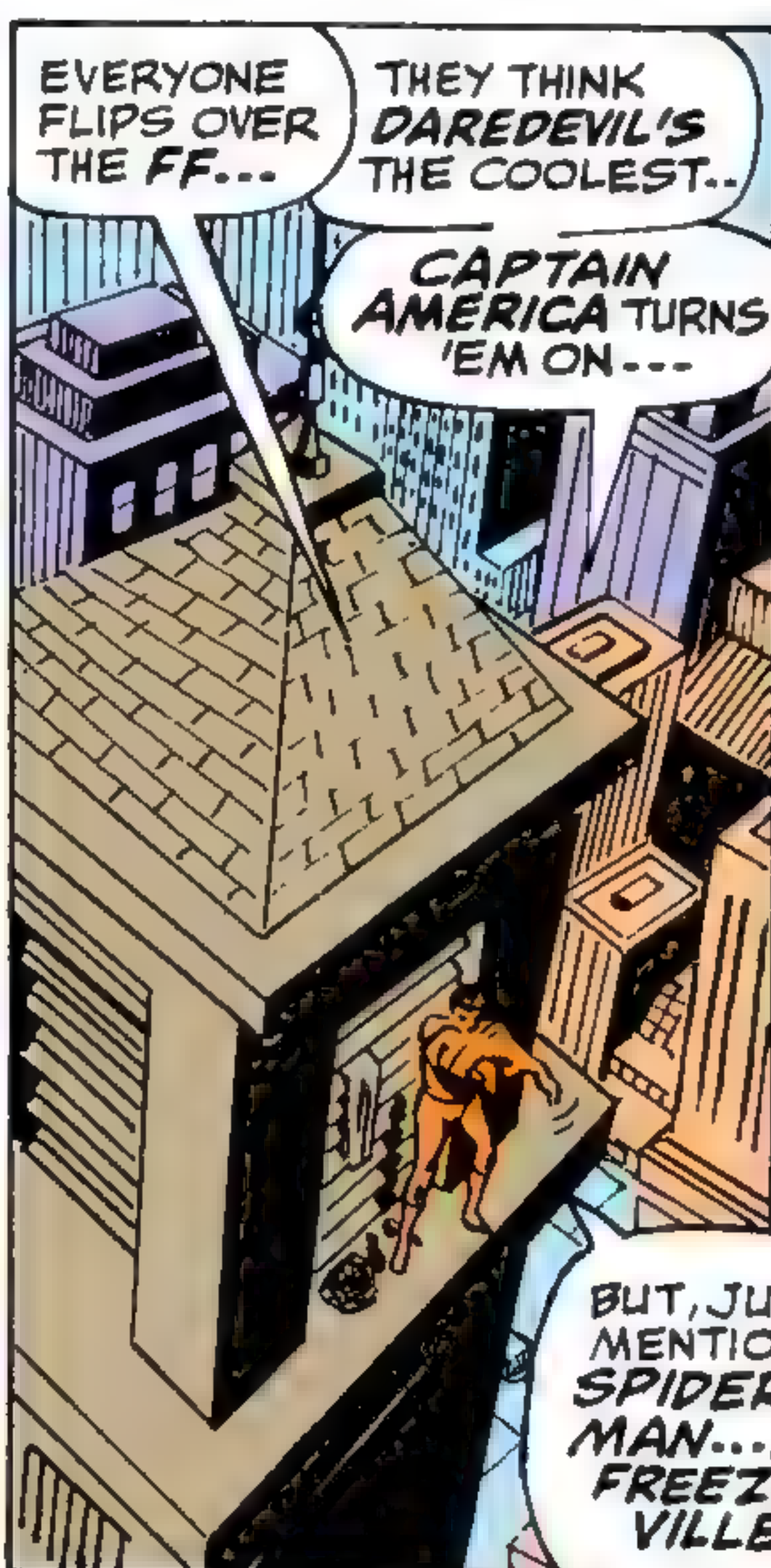




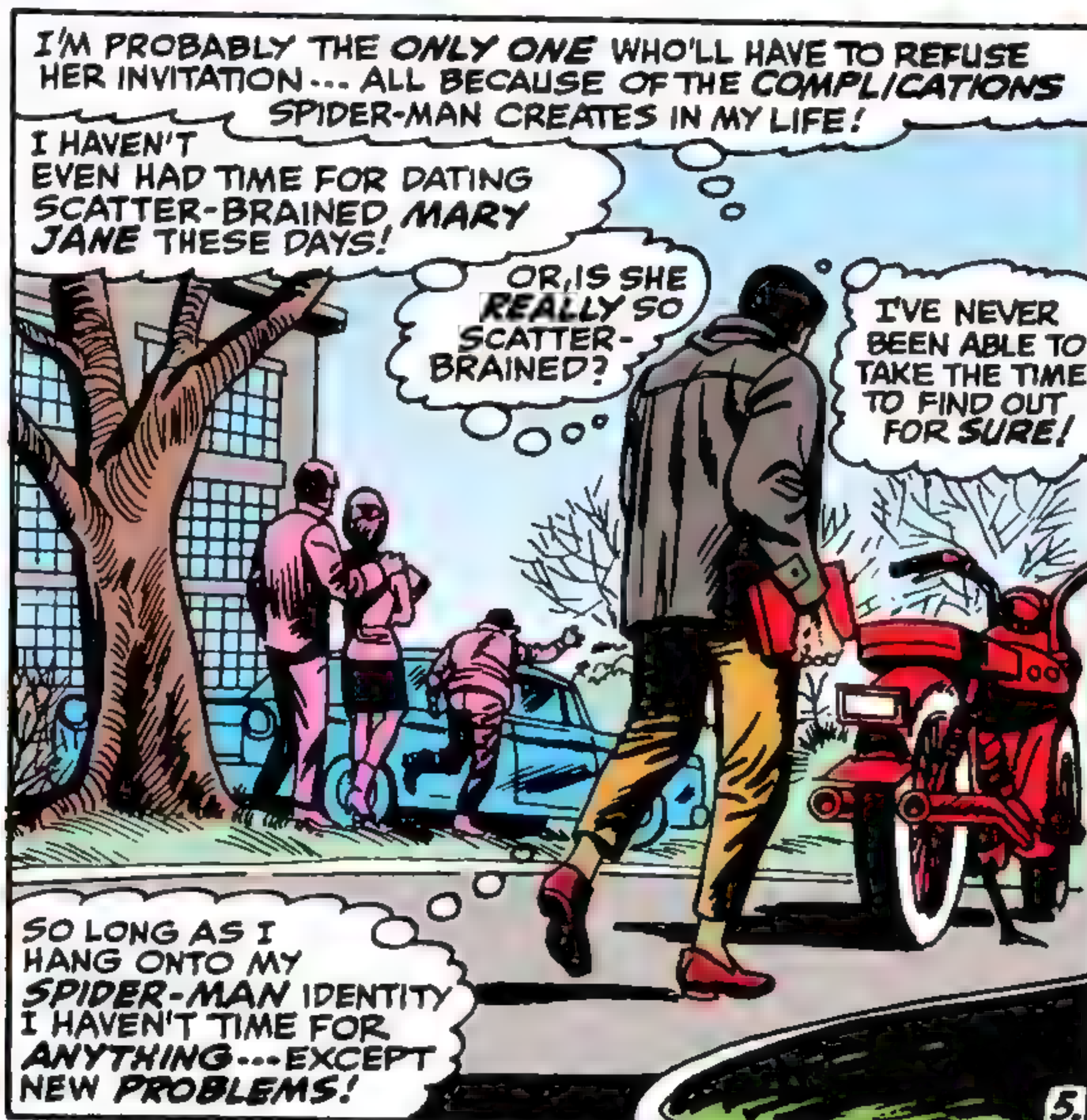
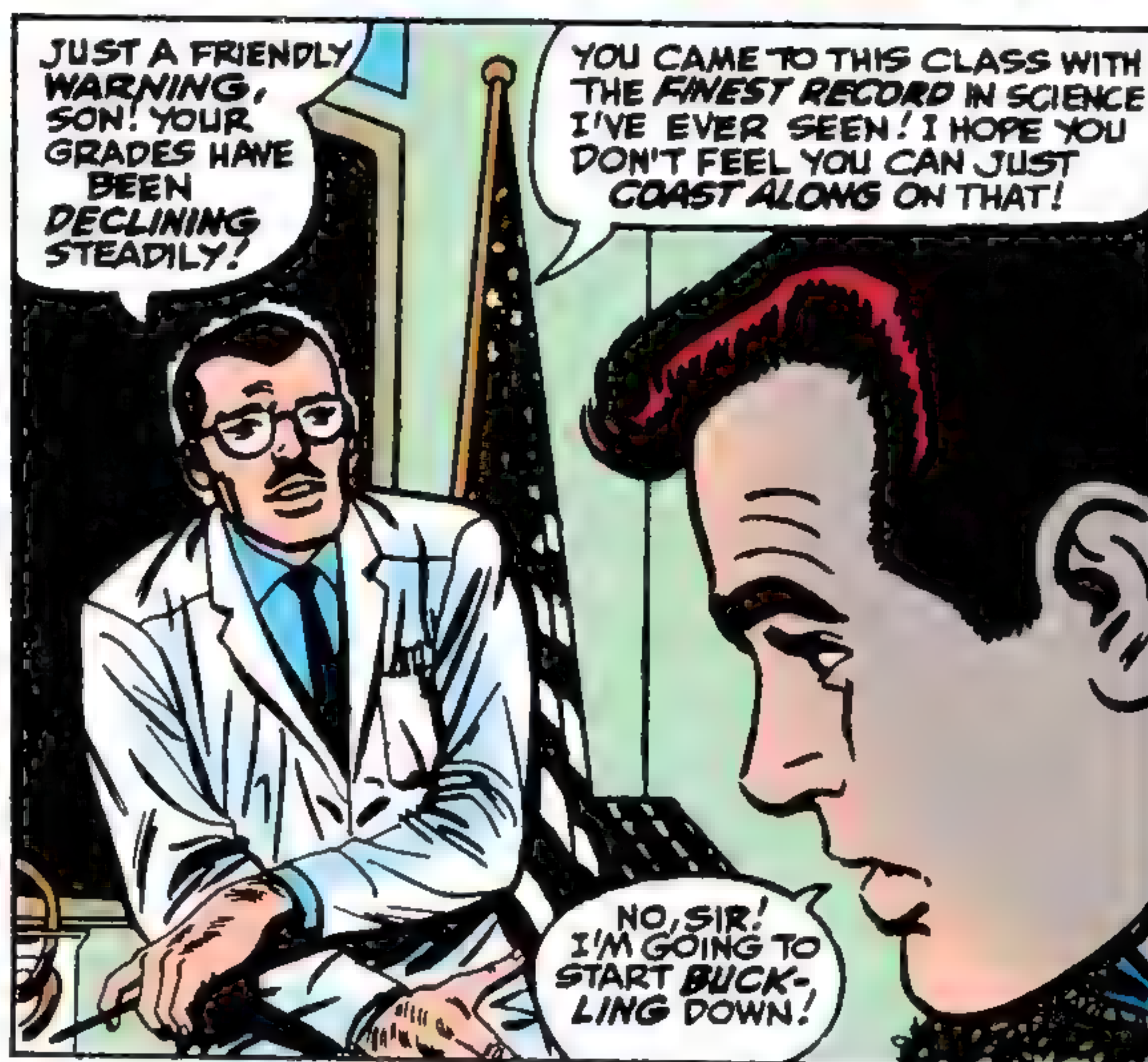
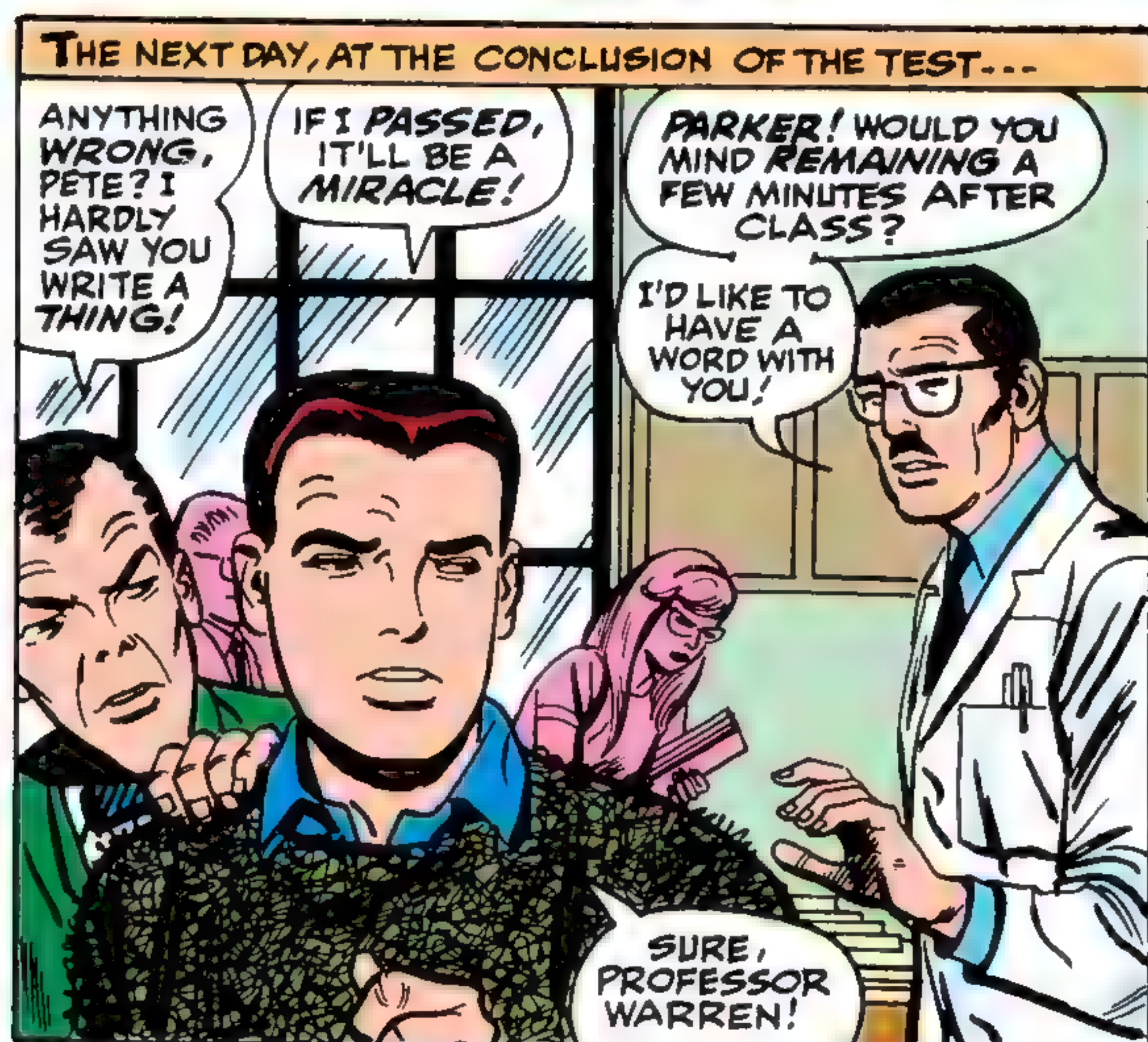
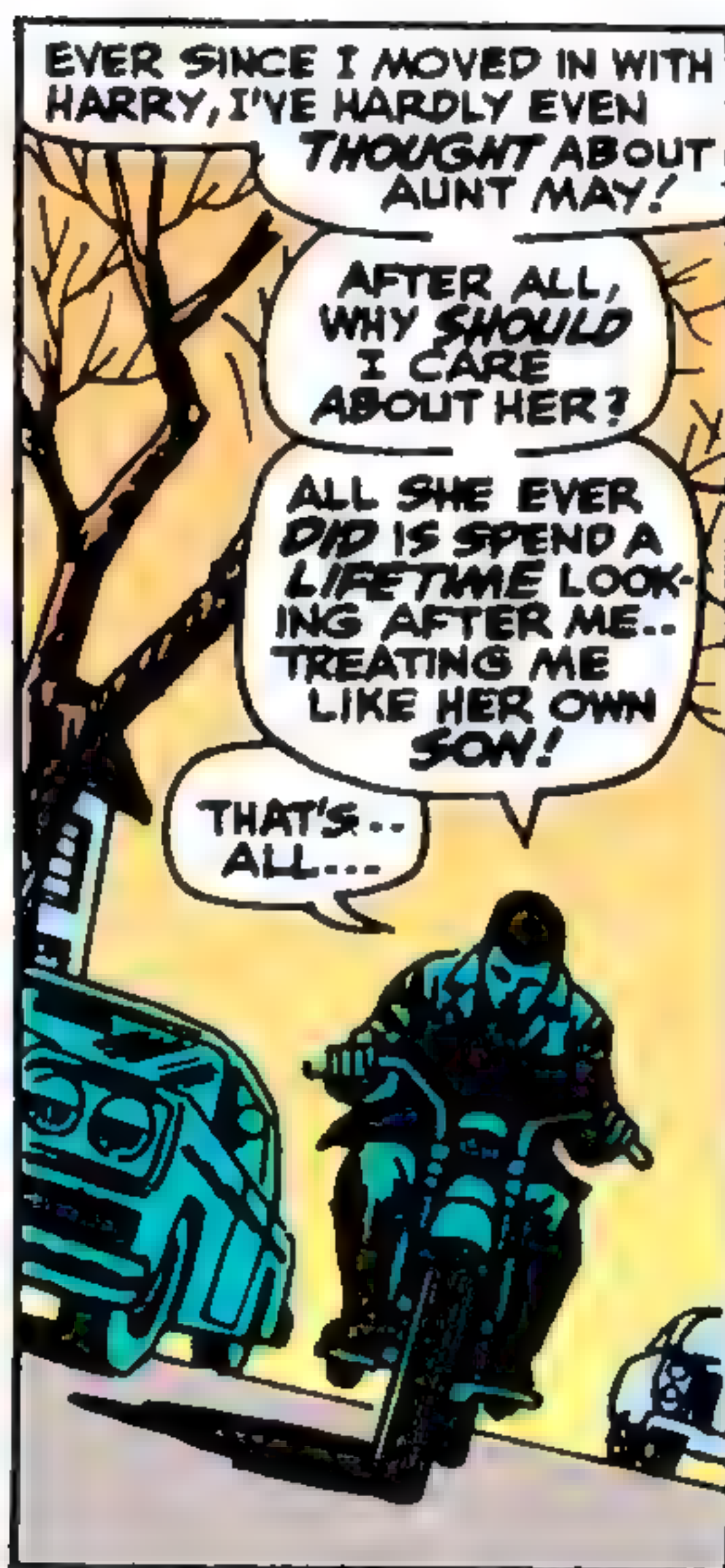
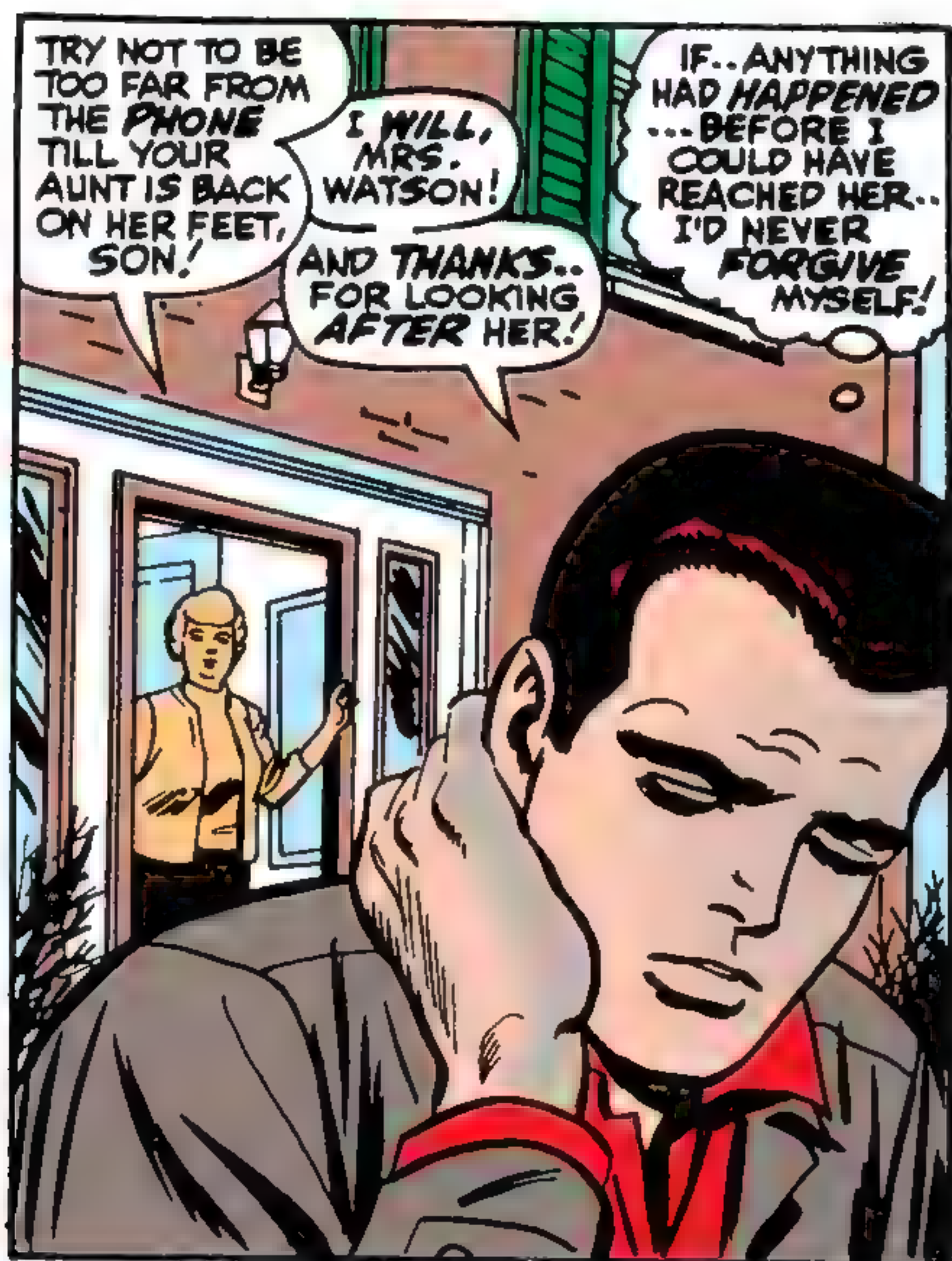




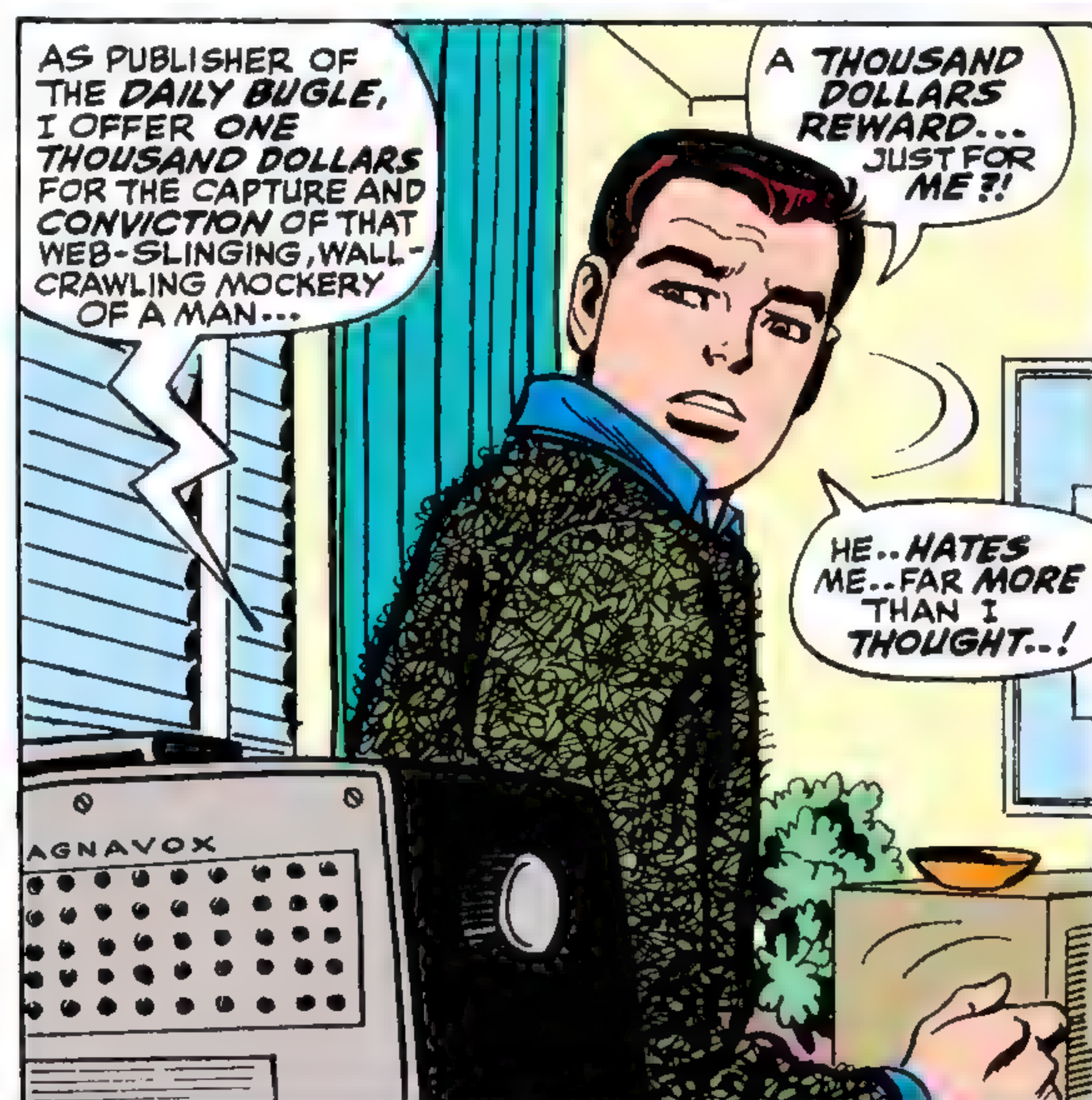
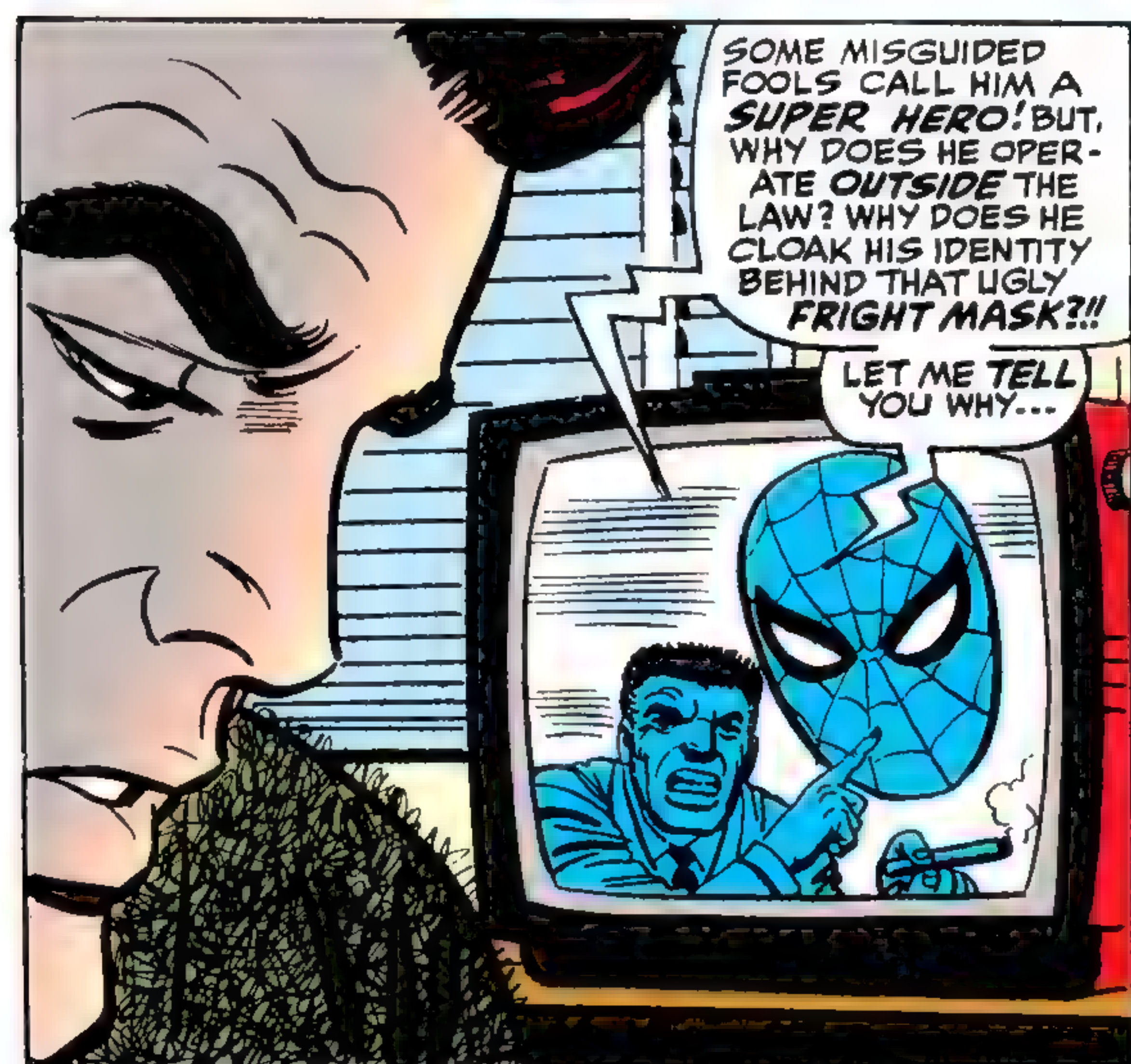
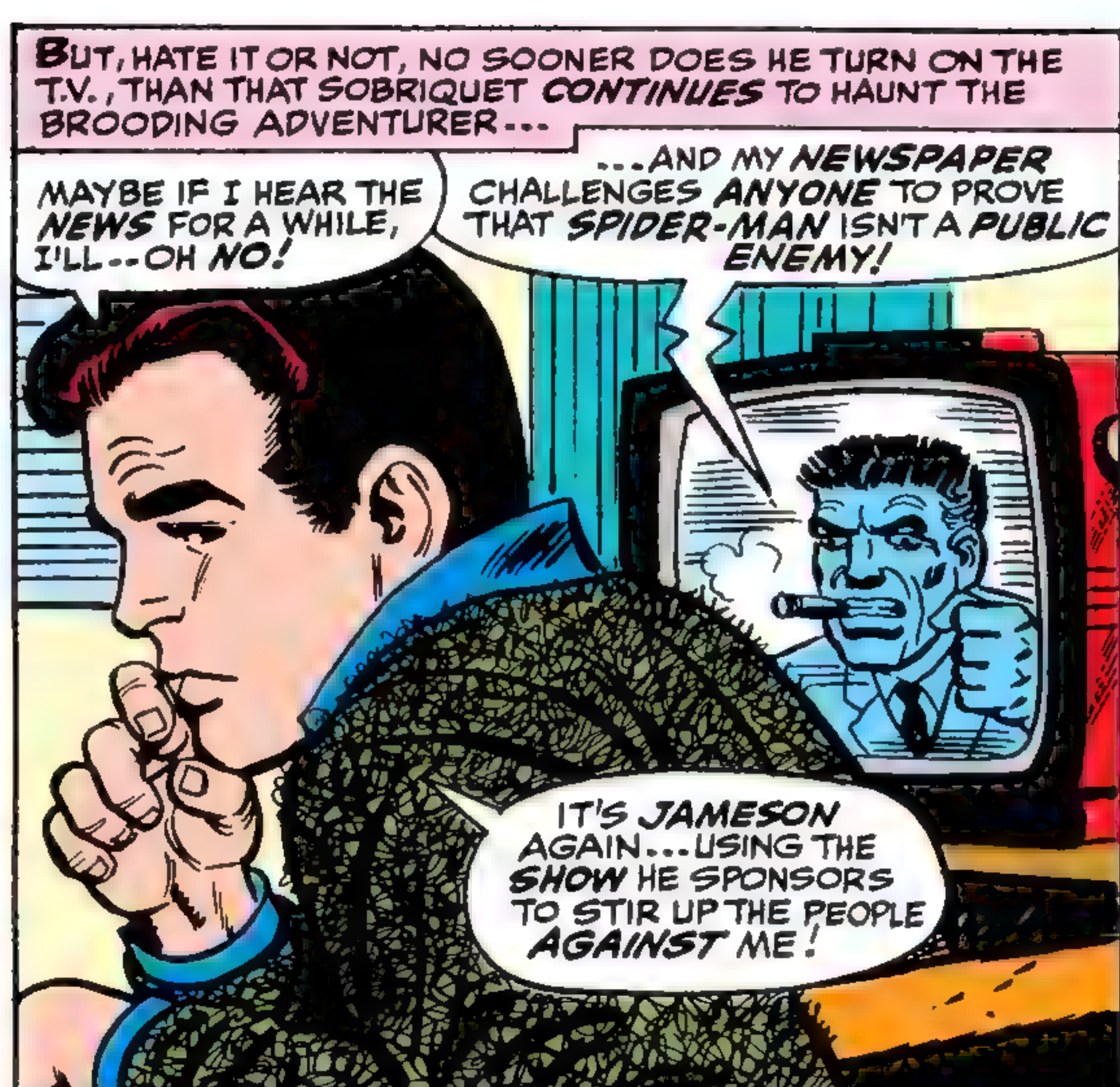
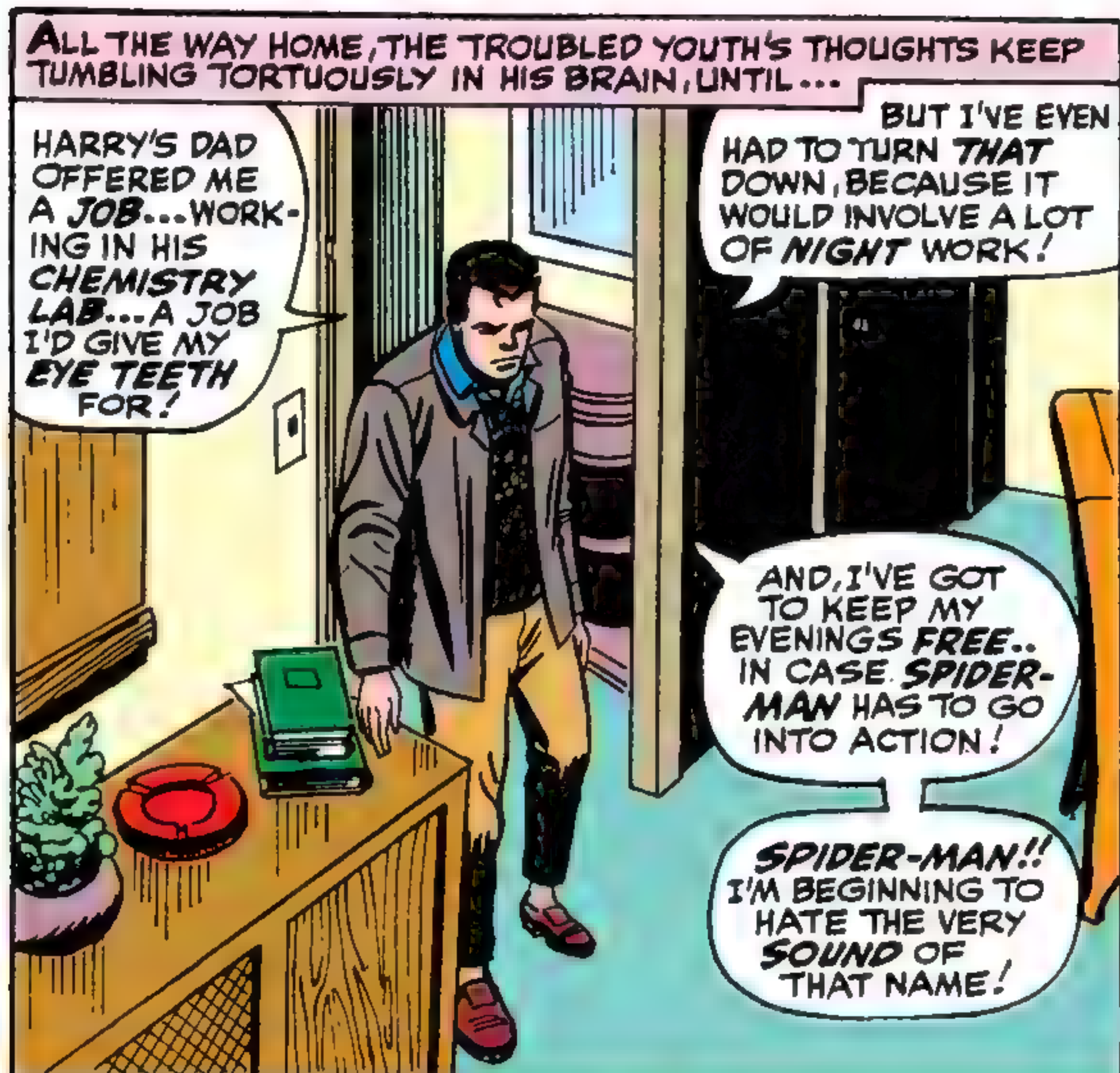




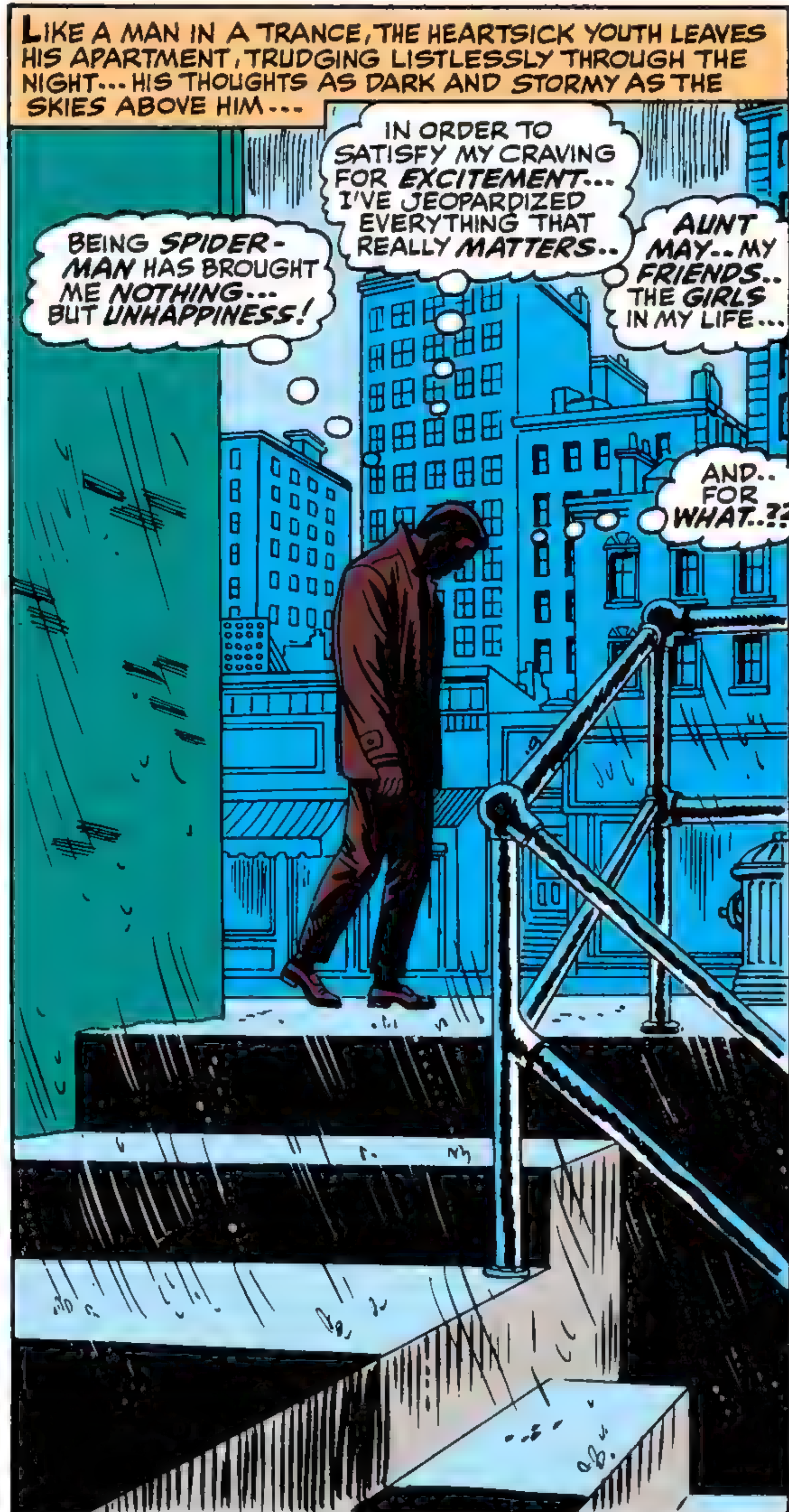
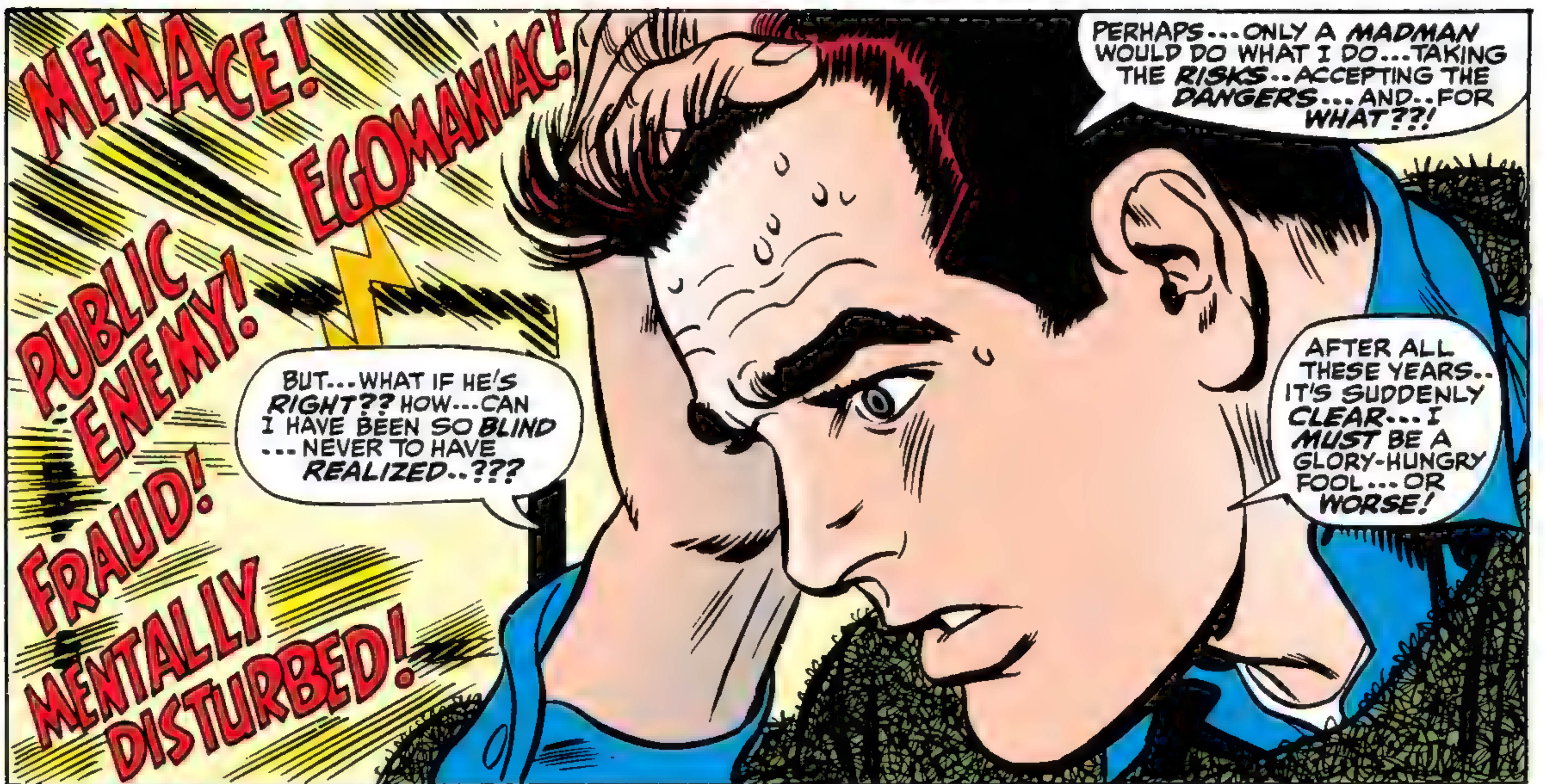










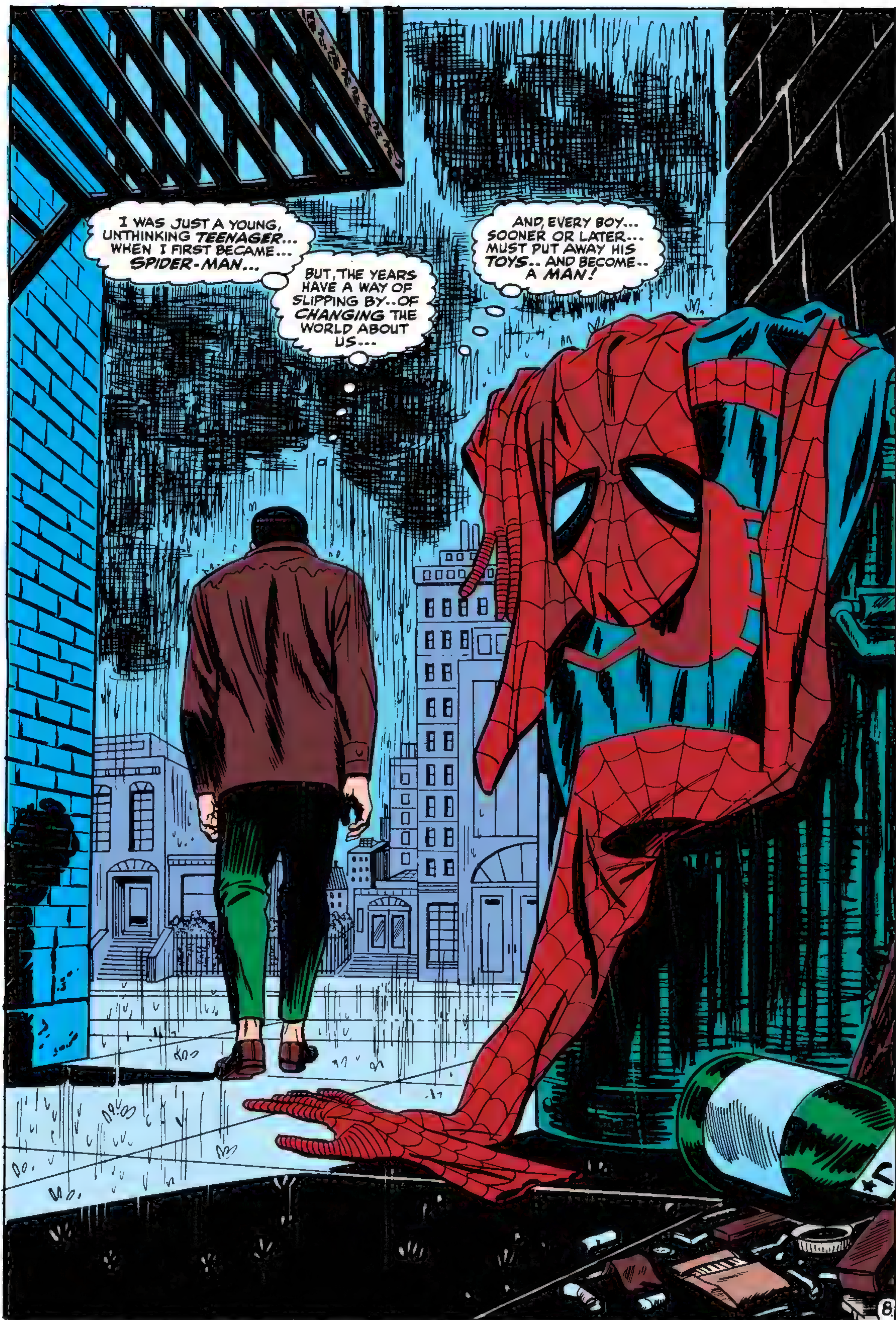




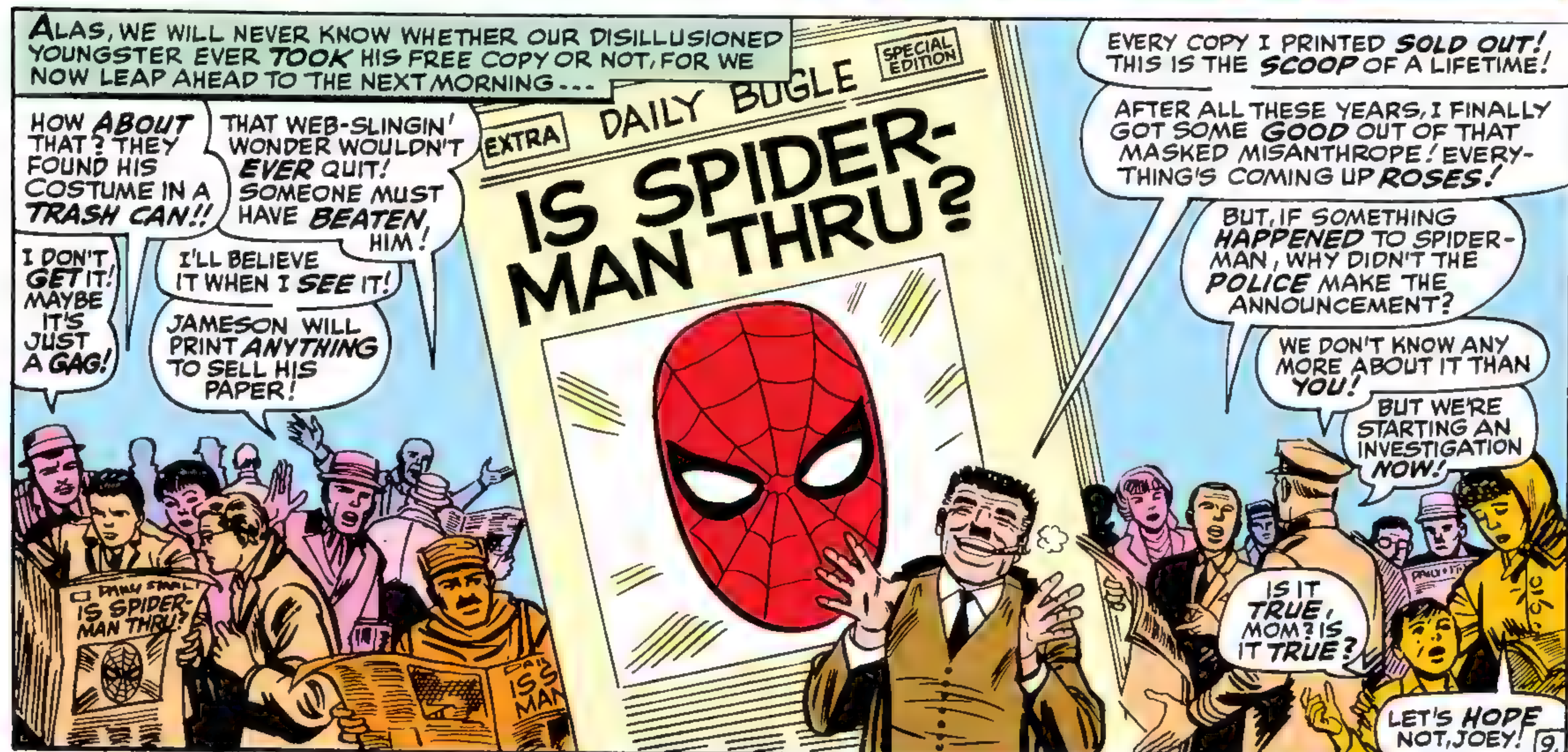
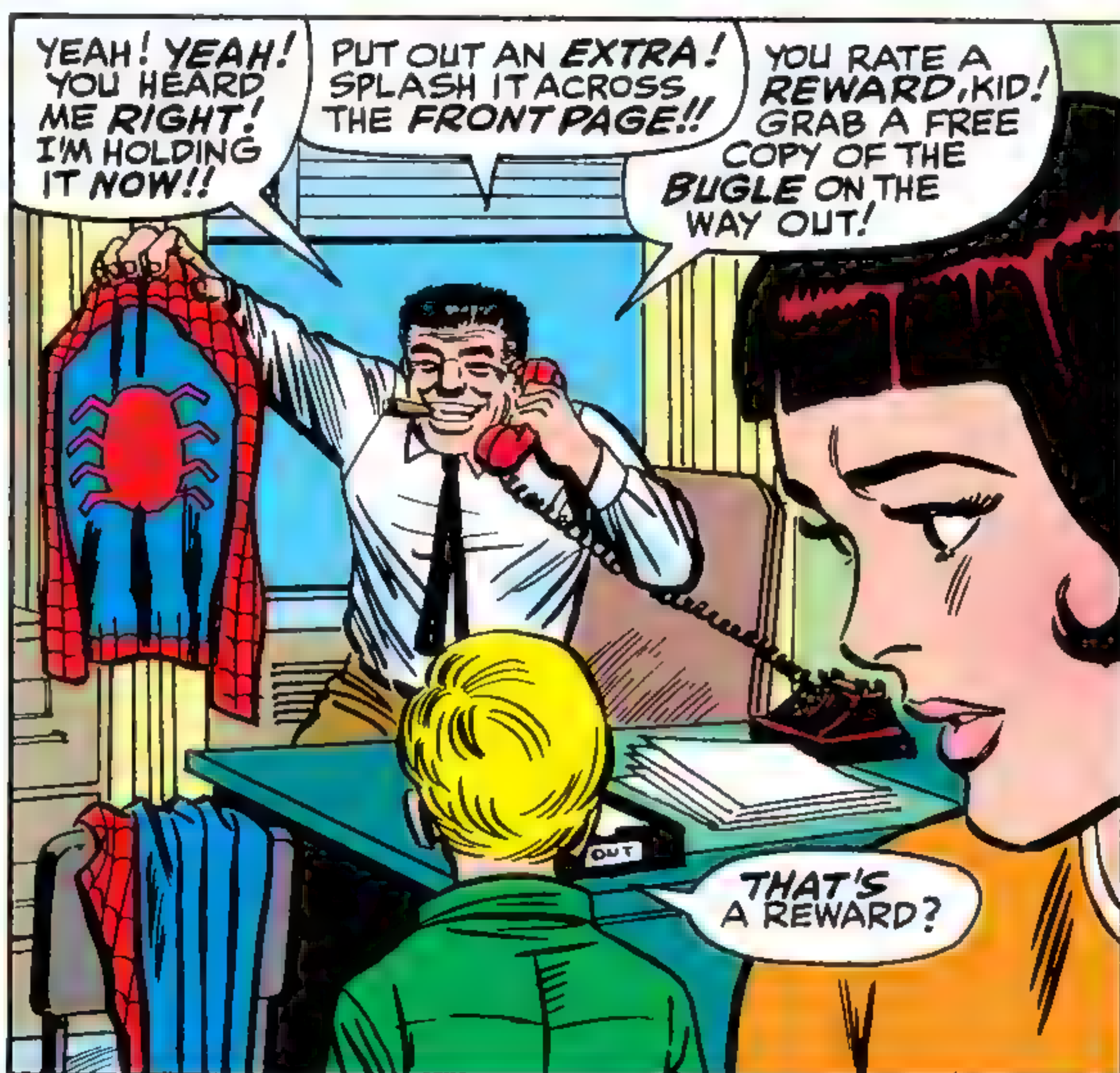
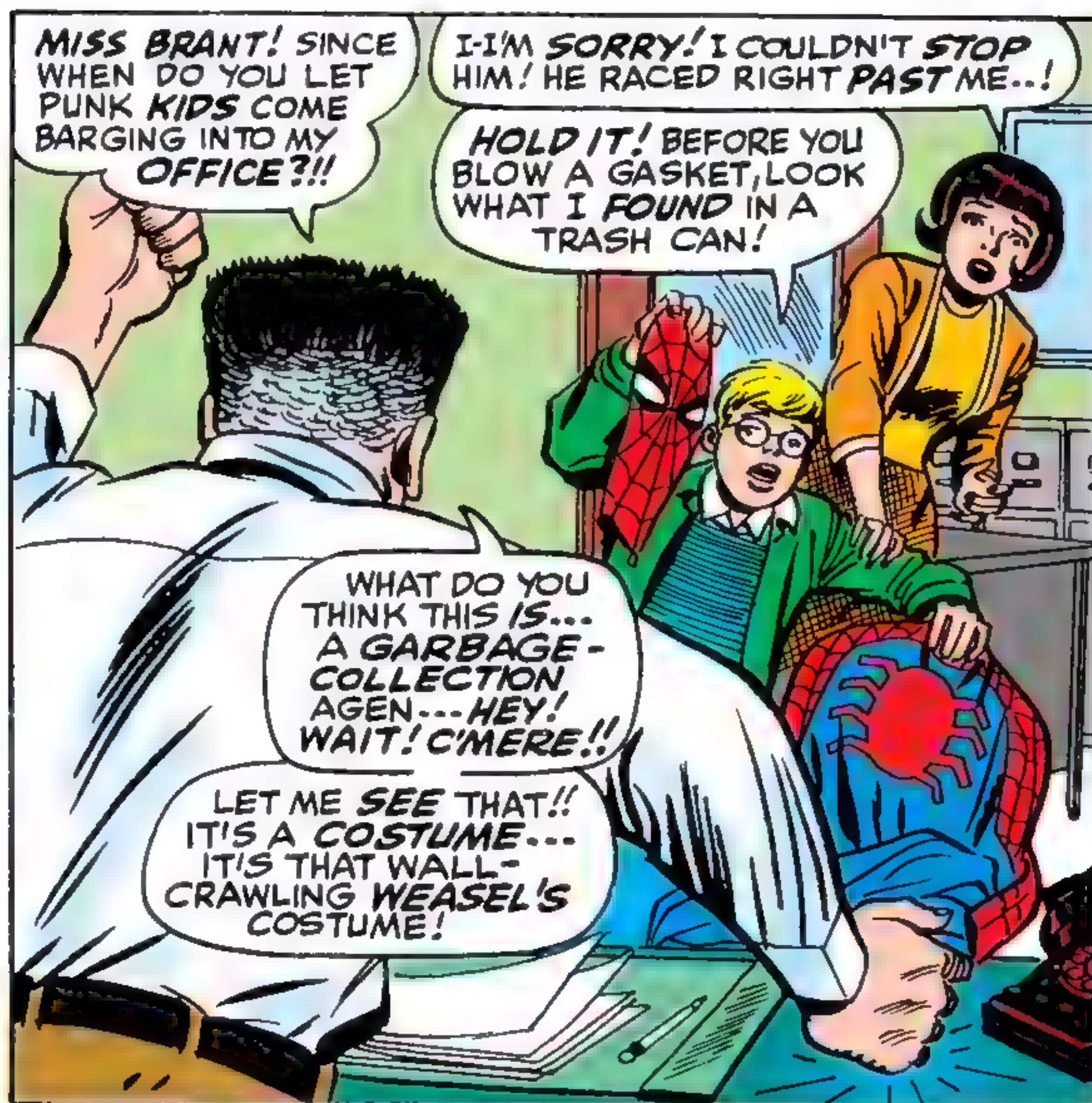
I WAS JUST A YOUNG,  
UNTHINKING **TEENAGER**...  
WHEN I FIRST BECAME...  
**SPIDER-MAN**...

BUT, THE YEARS  
HAVE A WAY OF  
SLIPPING BY... OF  
CHANGING THE  
WORLD ABOUT  
US...

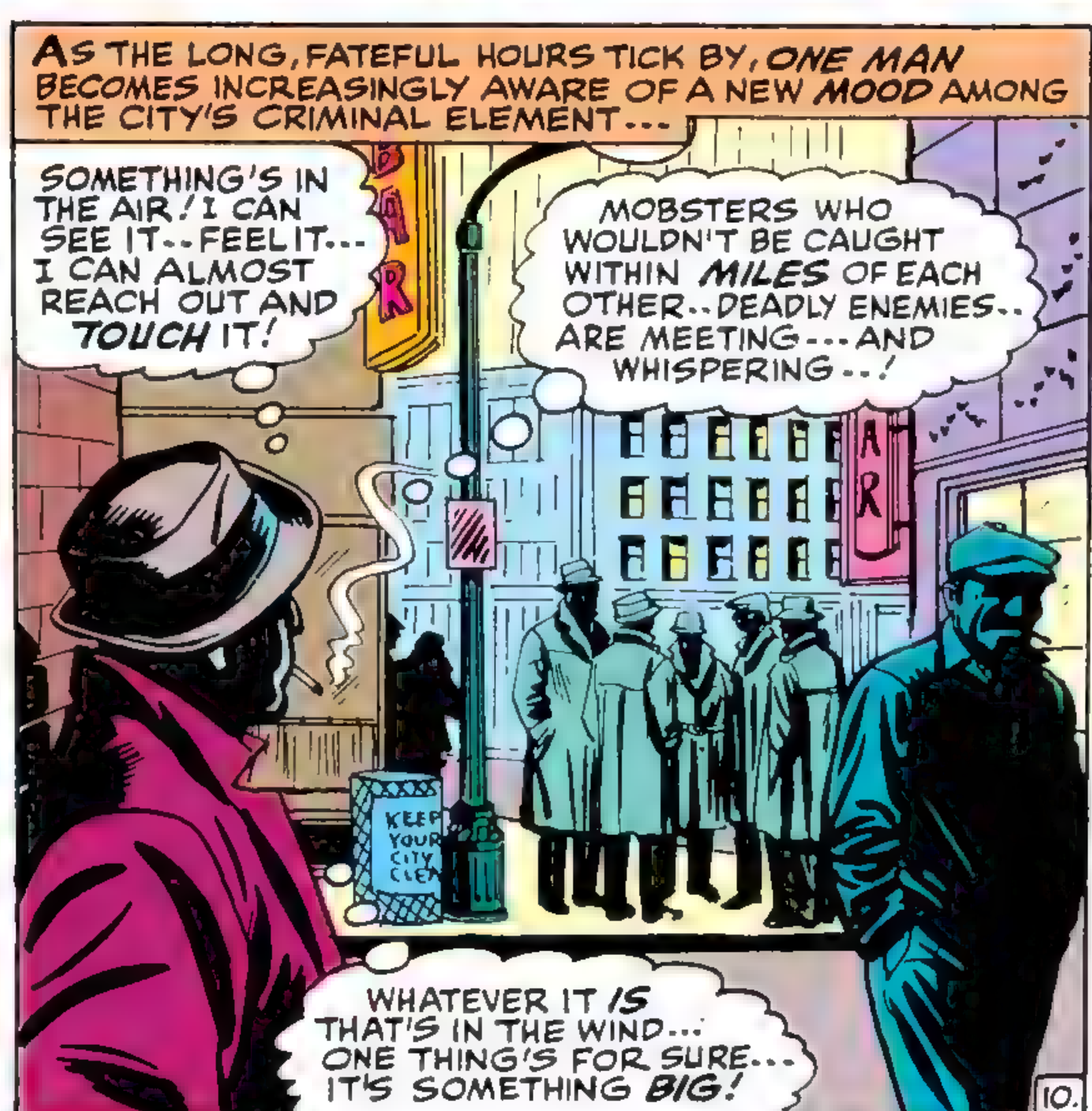
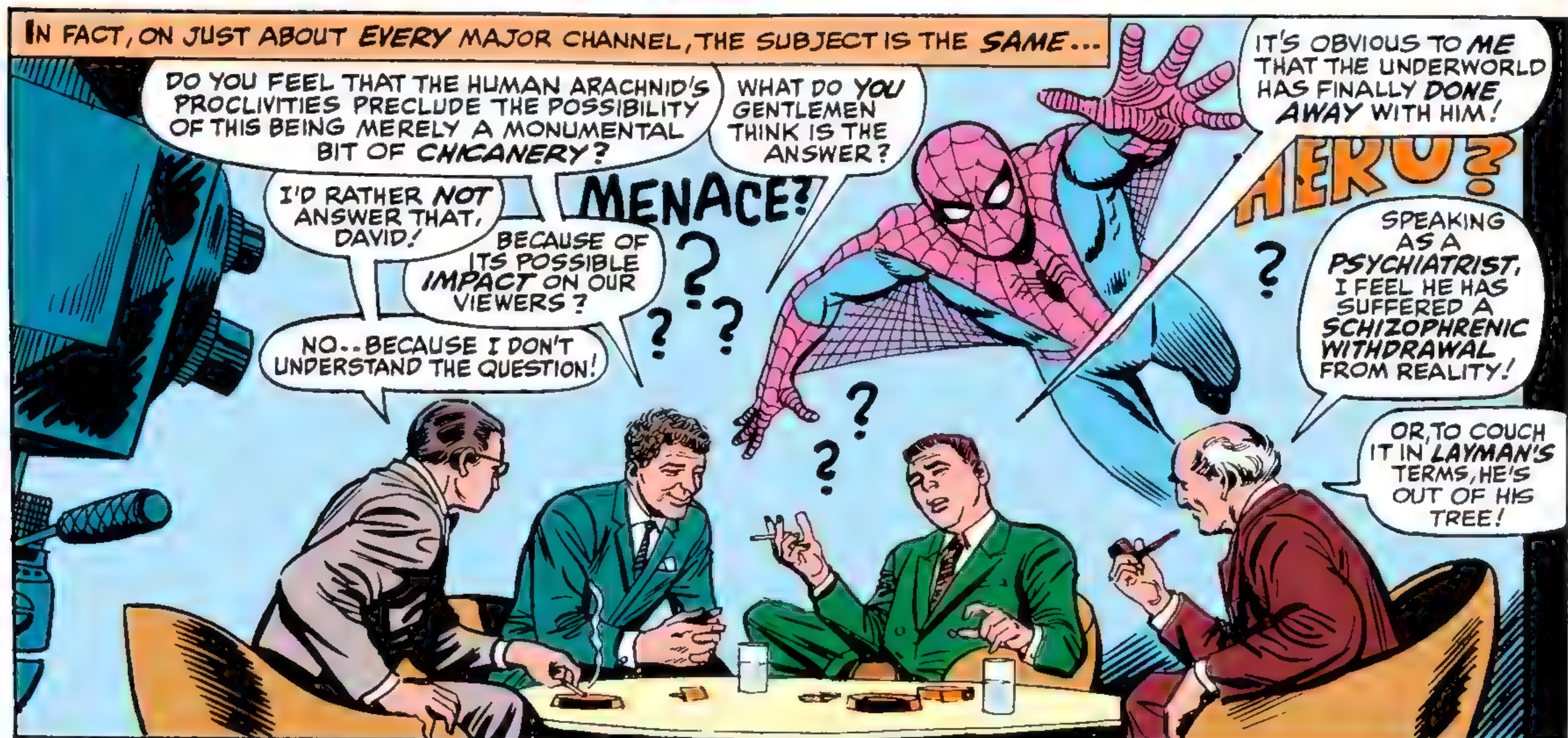
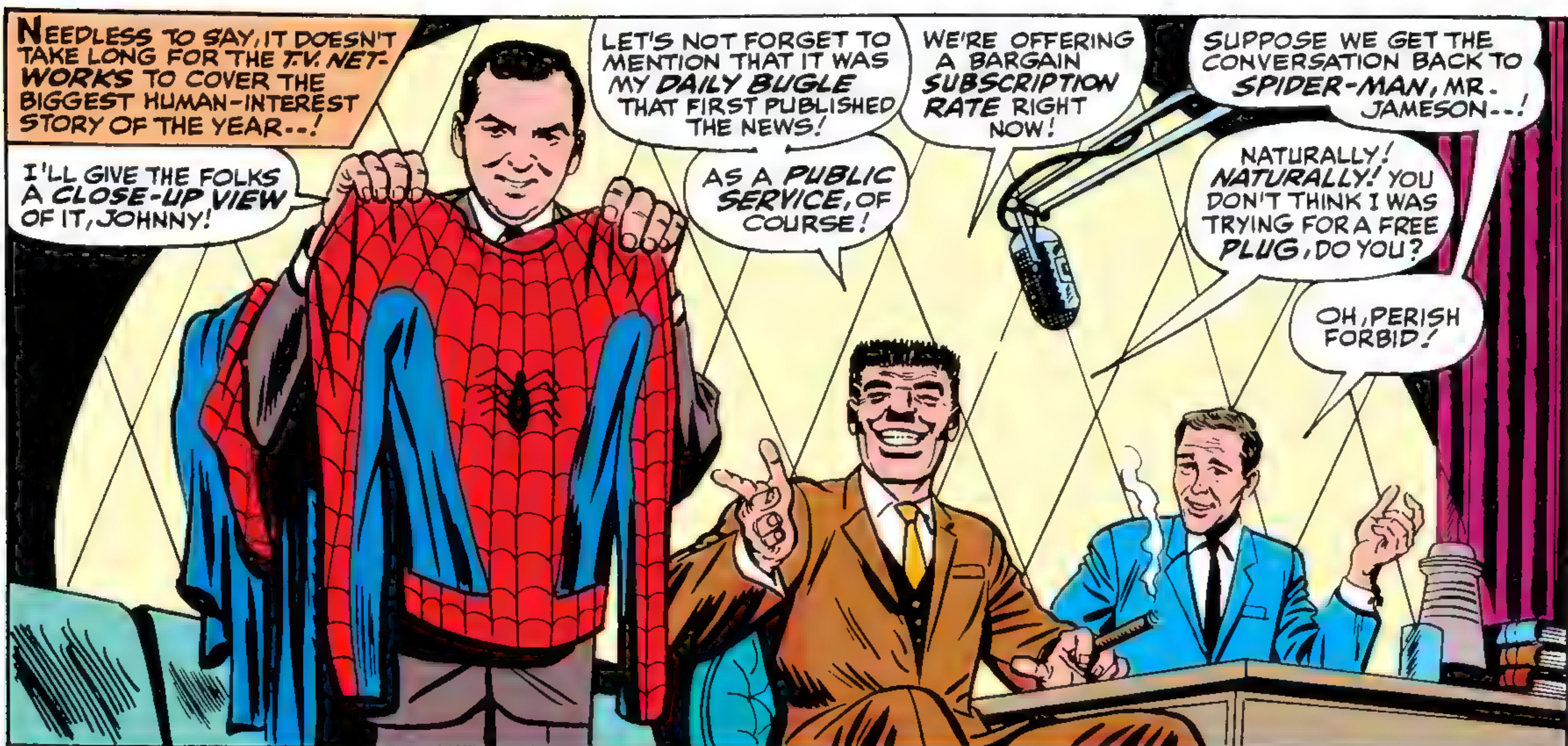
AND, EVERY BOY...  
SOONER OR LATER...  
MUST PUT AWAY HIS  
TOYS... AND BECOME...  
A **MAN**!







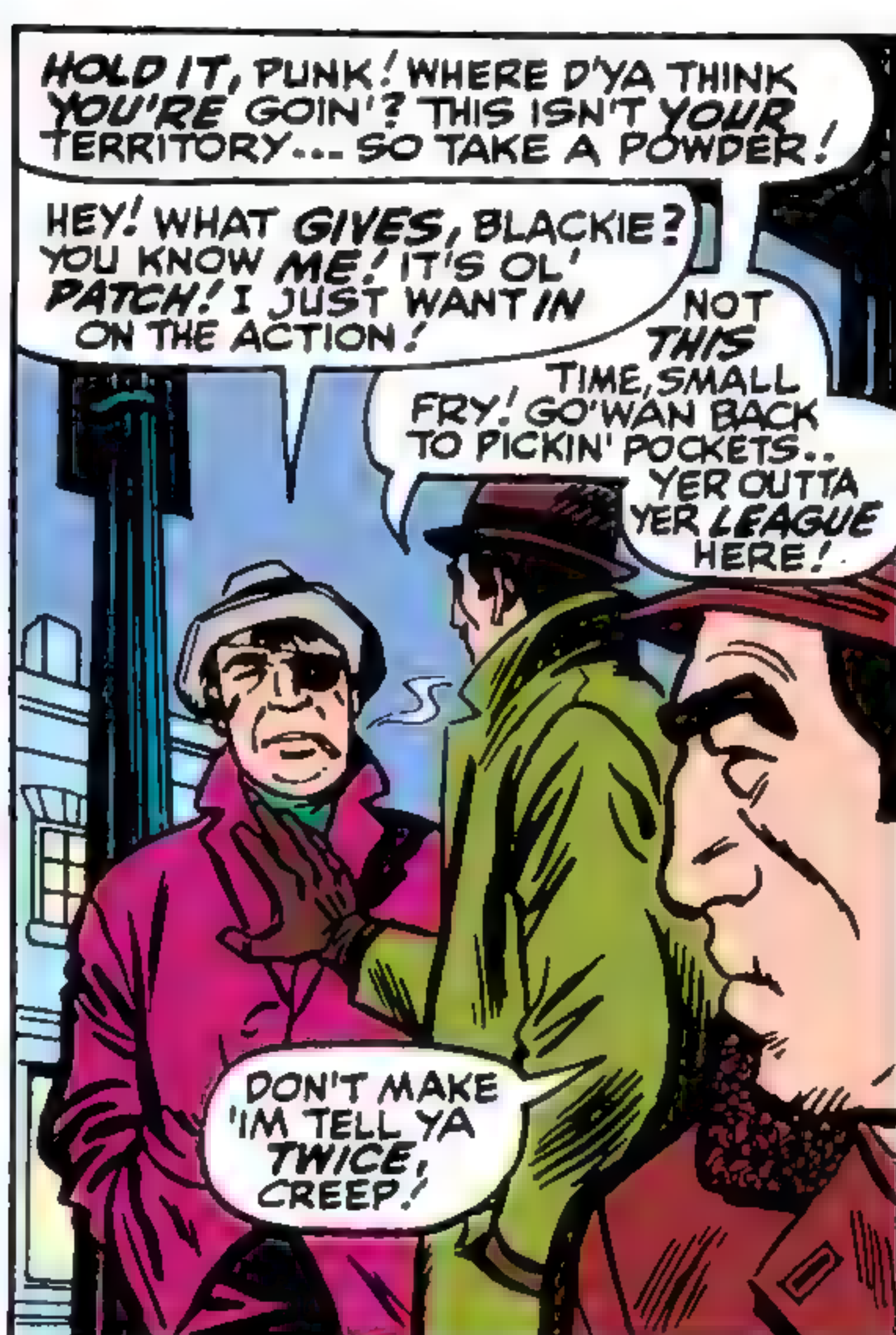








AND IT WON'T BE LONG BEFORE PATCH, THE STOOL PIGEON, FINDS OUT WHAT'S GOING ON!



HOLD IT, PUNK! WHERE D'YA THINK YOU'RE GOIN'? THIS ISN'T YOUR TERRITORY... SO TAKE A POWDER!

HEY! WHAT GIVES, BLACKIE? YOU KNOW ME! IT'S OL' PATCH! I JUST WANT IN ON THE ACTION!

NOT THIS TIME, SMALL FRY! GO'WAN BACK TO PICKIN' POCKETS... YER OUTTA YER LEAGUE HERE!

DON'T MAKE I'M TELL YA TWICE, CREEP!



I WAS RIGHT! SOME OF THE BIGGEST MOBSTERS IN THE EAST ARE GETTING TOGETHER!

AND THEY'RE NOT DOING IT JUST BECAUSE THEY'RE LONELY!

I'D BETTER TAKE OFF AND MAKE MY OWN PLANS BEFORE THEY GET SUSPICIOUS OF ME!



AND, AS THE THOUGHTFUL STOOLIE SLOWLY FADES INTO THE DEEPENING SHADOWS...

WITH SPIDER-MAN GONE, THE KINGPIN IS READY TO TAKE OVER AS HEAD MAN OF THE MOBS!

ANY QUESTIONS?

WHY DON'T HE TELL US HIMSELF? I DON'T DEAL WITH STOOGES!

RELAX, SHORTY! YOU KNOW THE KINGPIN LIKES TO STAY IN THE BACKGROUND!

IF ANYONE IS GONNA TAKE CONTROL AROUND HERE, THE KINGPIN'S OUR BOY!

UP TO NOW, I ALWAYS BEEN MY OWN BOSS! I DON'T LIKE IT!

THEN START LIKIN' IT, MISTER! WHAT THE KINGPIN SAYS AROUND HERE... GOES!



WHILE, IN A SMALL FURNISHED APARTMENT ON THE OTHER SIDE OF TOWN...

I DON'T HAVE TO BE A GENIUS TO FIGURE OUT WHAT'S GOING ON!

SPIDER-MAN HELPED TO KEEP THE UNDERWORLD ON THE RUN! THEY WERE DISORGANIZED... FEARFUL... CAUTIOUS! BUT NOW, IT'S DIFFERENT!

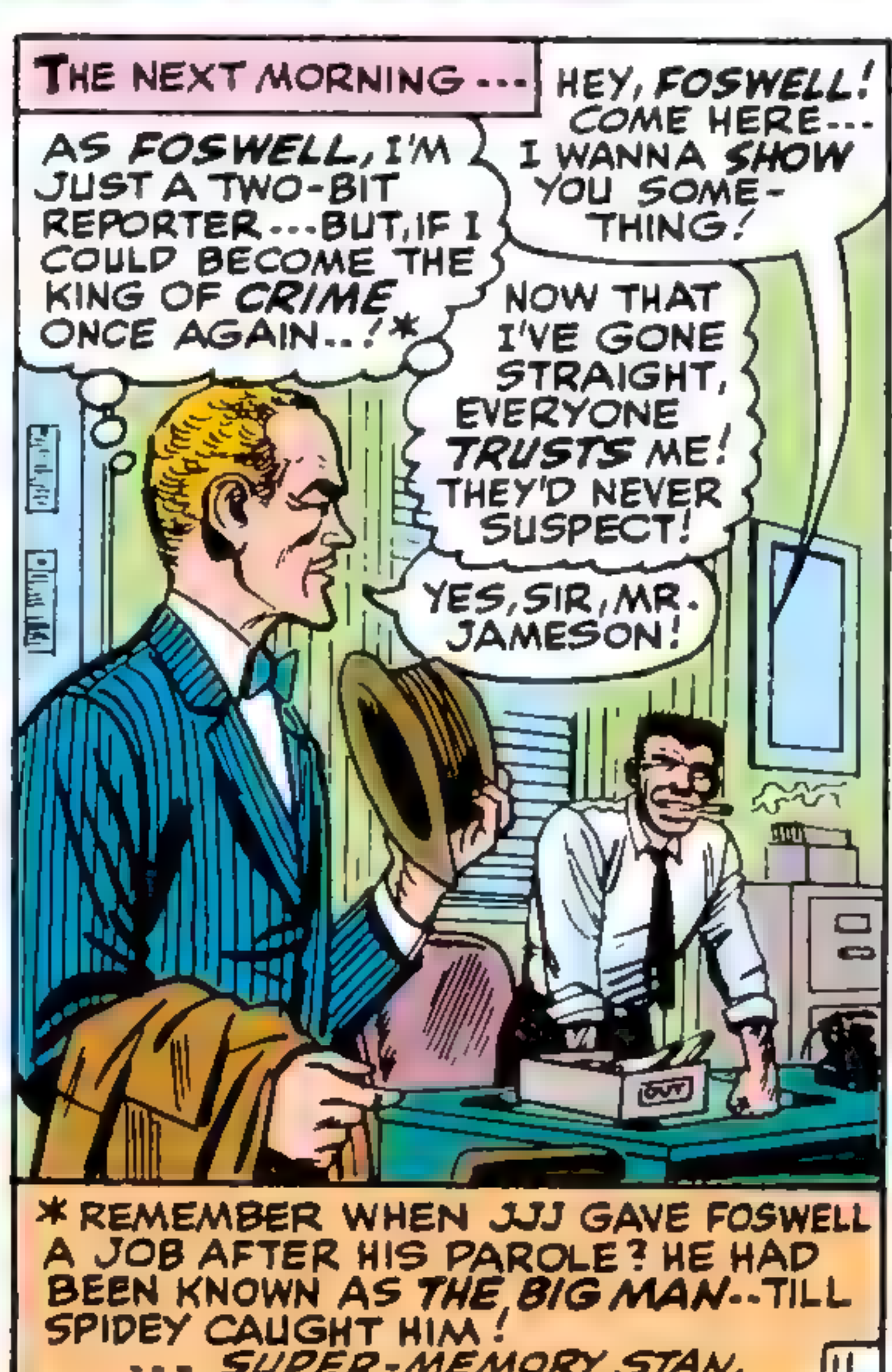
WITH THE WEB-SLINGER OUT OF ACTION, THEY'RE READY TO POOL THEIR FORCES...



JUDGING BY THE ONES I'VE SEEN, IT COULD BE THE MOST POWERFUL ARMY OF CRIME EVER ASSEMBLED!

AND, SINCE SOMEBODY WILL HAVE TO LEAD THEM... WHY COULDN'T IT BE... THE MAN CALLED PATCH?!!

NOT A MAN ALIVE KNOWS THAT I'M REALLY FREDRICK FOSWELL!



THE NEXT MORNING... AS FOSWELL, I'M JUST A TWO-BIT REPORTER... BUT, IF I COULD BECOME THE KING OF CRIME ONCE AGAIN... \*

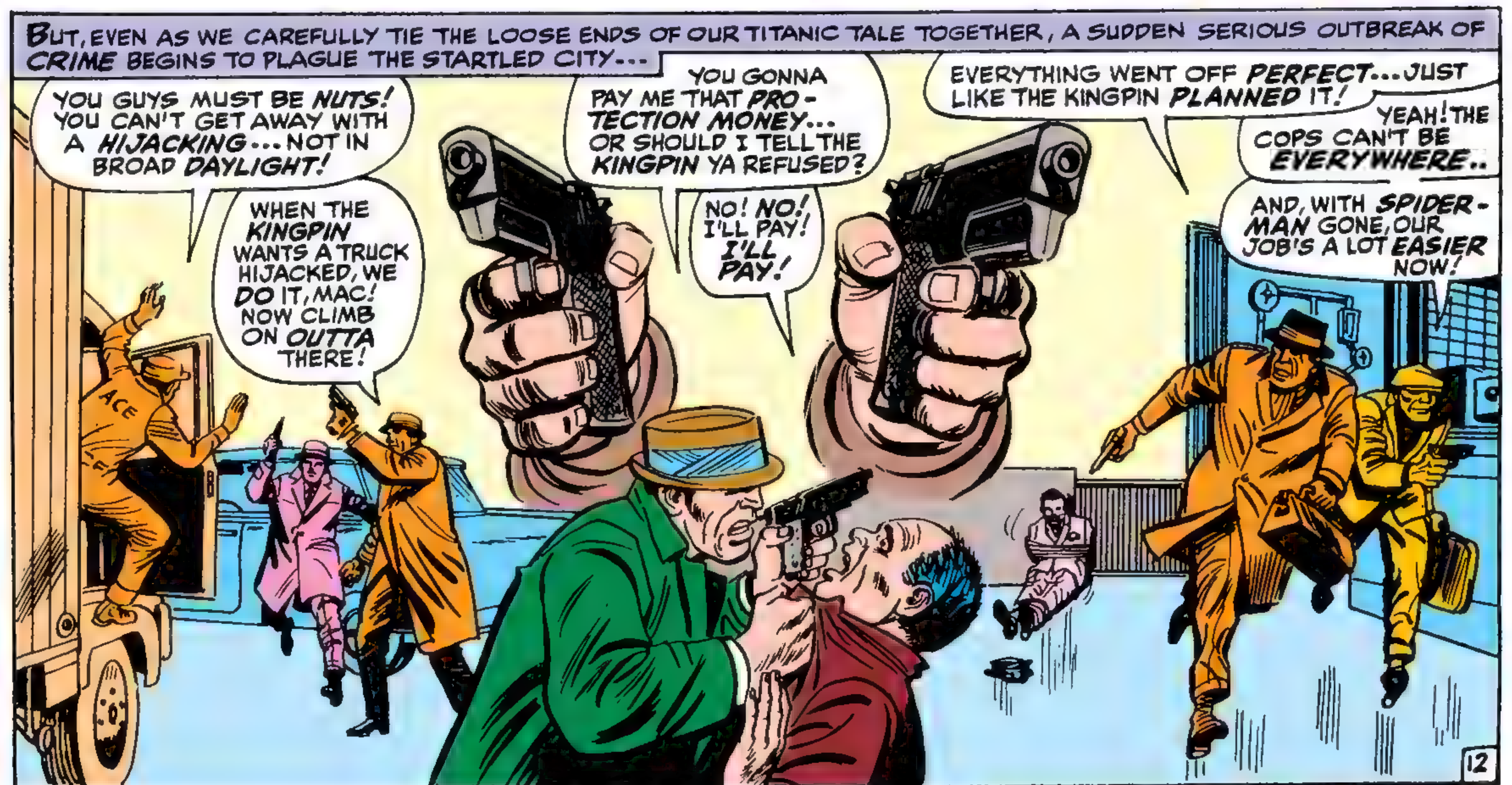
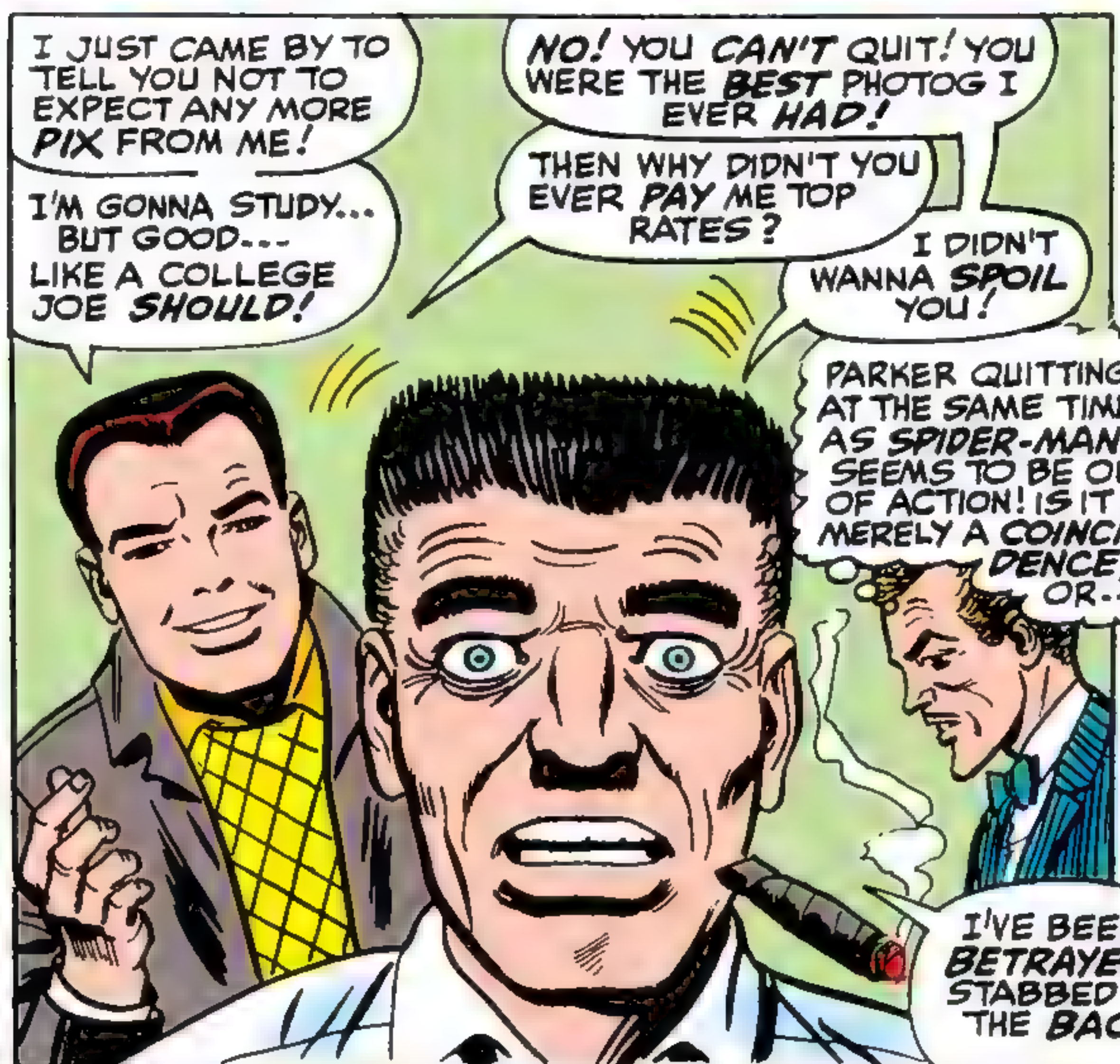
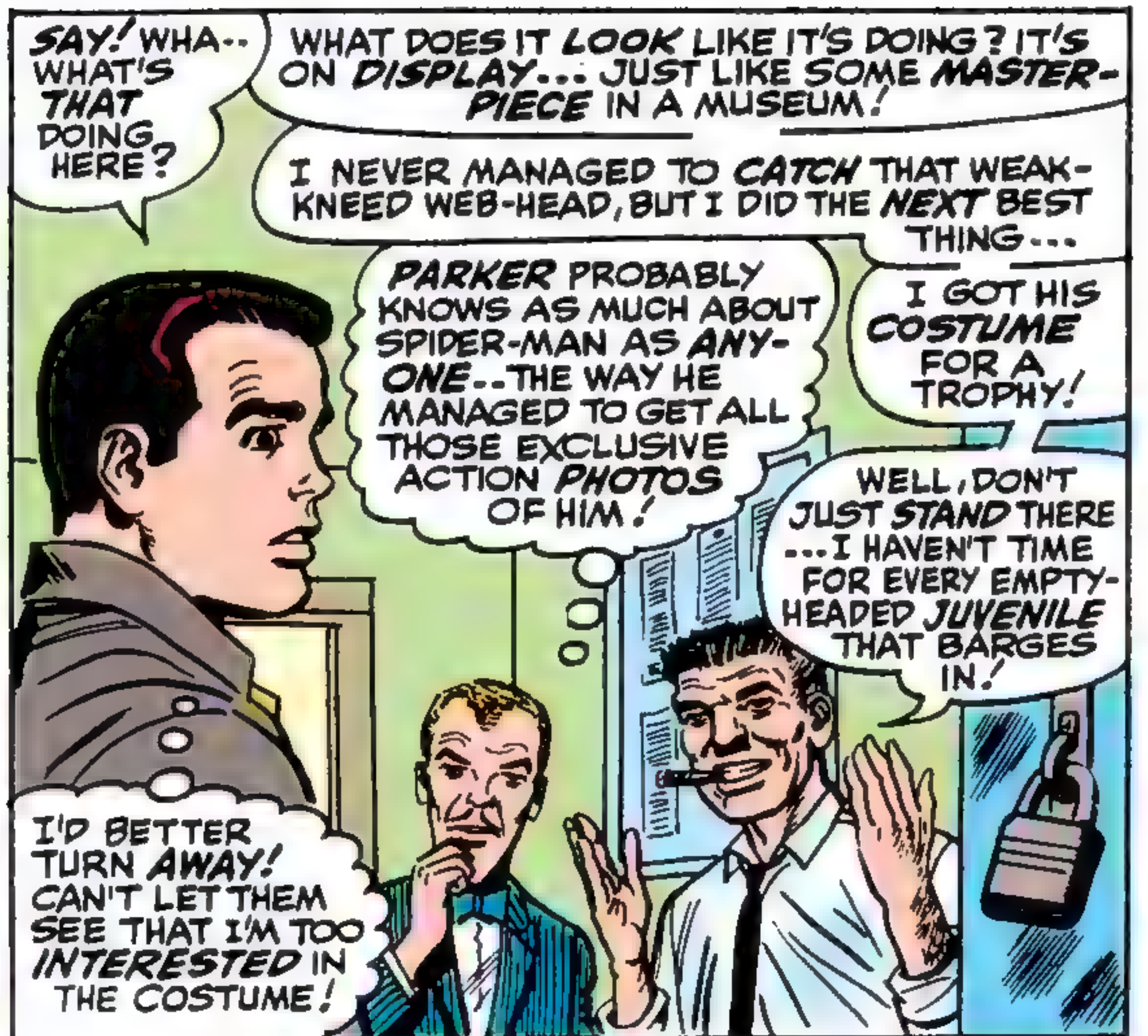
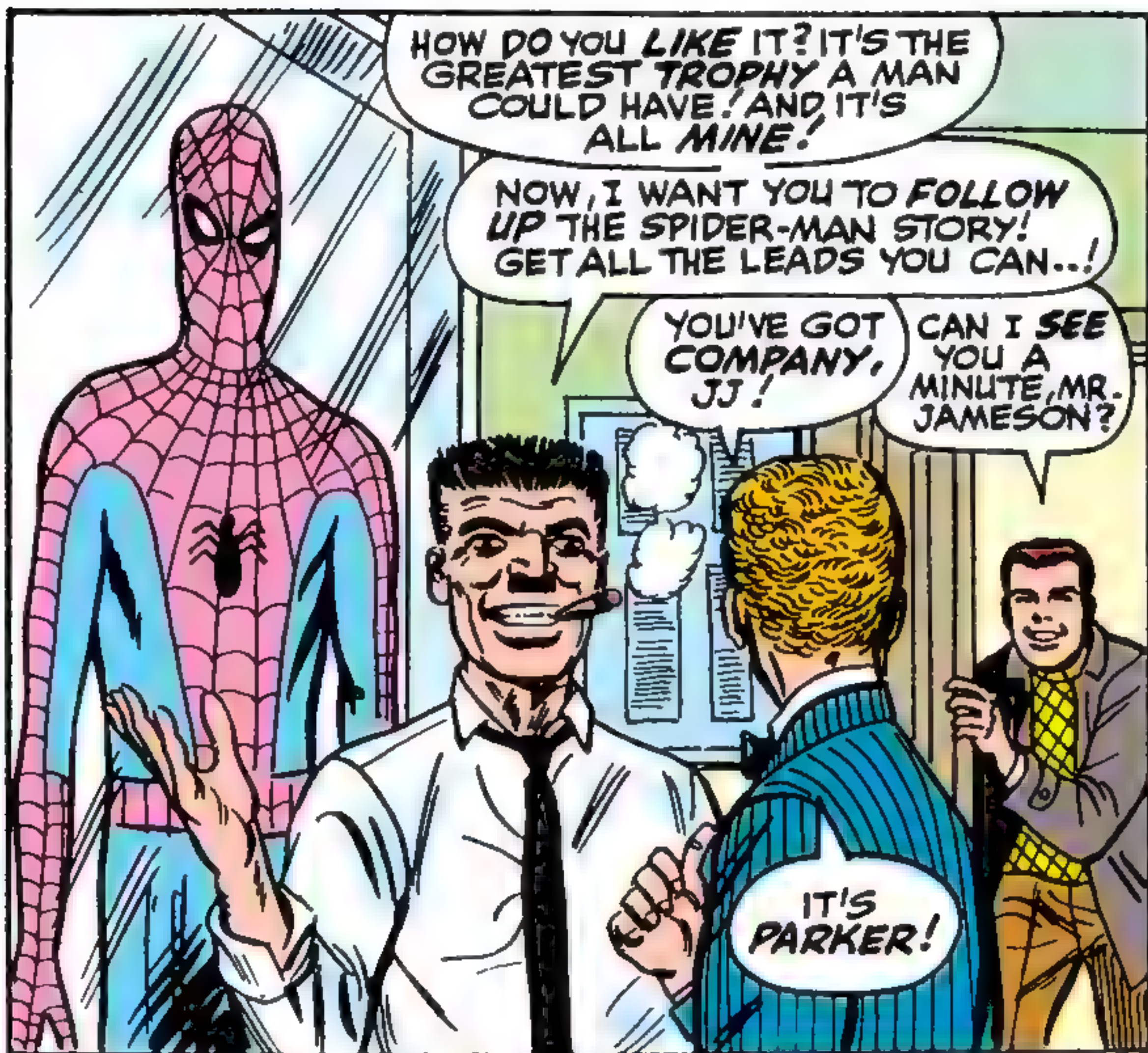
HEY, FOSWELL! COME HERE... I WANNA SHOW YOU SOMETHING!

NOW THAT I'VE GONE STRAIGHT, EVERYONE TRUSTS ME! THEY'D NEVER SUSPECT!

YES, SIR, MR. JAMESON!

\* REMEMBER WHEN JJJ GAVE FOSWELL A JOB AFTER HIS PAROLE? HE HAD BEEN KNOWN AS THE BIG MAN... TILL SPIDEY CAUGHT HIM! ... SUPER-MEMORY STAN.







NOT LONG AFTERWARD, THE BROODING KINGPIN RECEIVES A SPECIAL REPORT...



MOST OF THE BOYS GOT THEMSELVES NABBED BY THE COPS, BOSS... BUT IT WAS WORTH IT!

WE FOUND OUT WHAT YOU WANTED TO KNOW!

IT LOOKS LIKE SPIDER-MAN REALLY IS OUT OF ACTION!

HE DIDN'T SHOW UP NOWHERE... AT NO TIME... NOHOW!

GOOD! IT WAS WORTH LOSING A FEW PETTY HOODS TO MAKE CERTAIN!



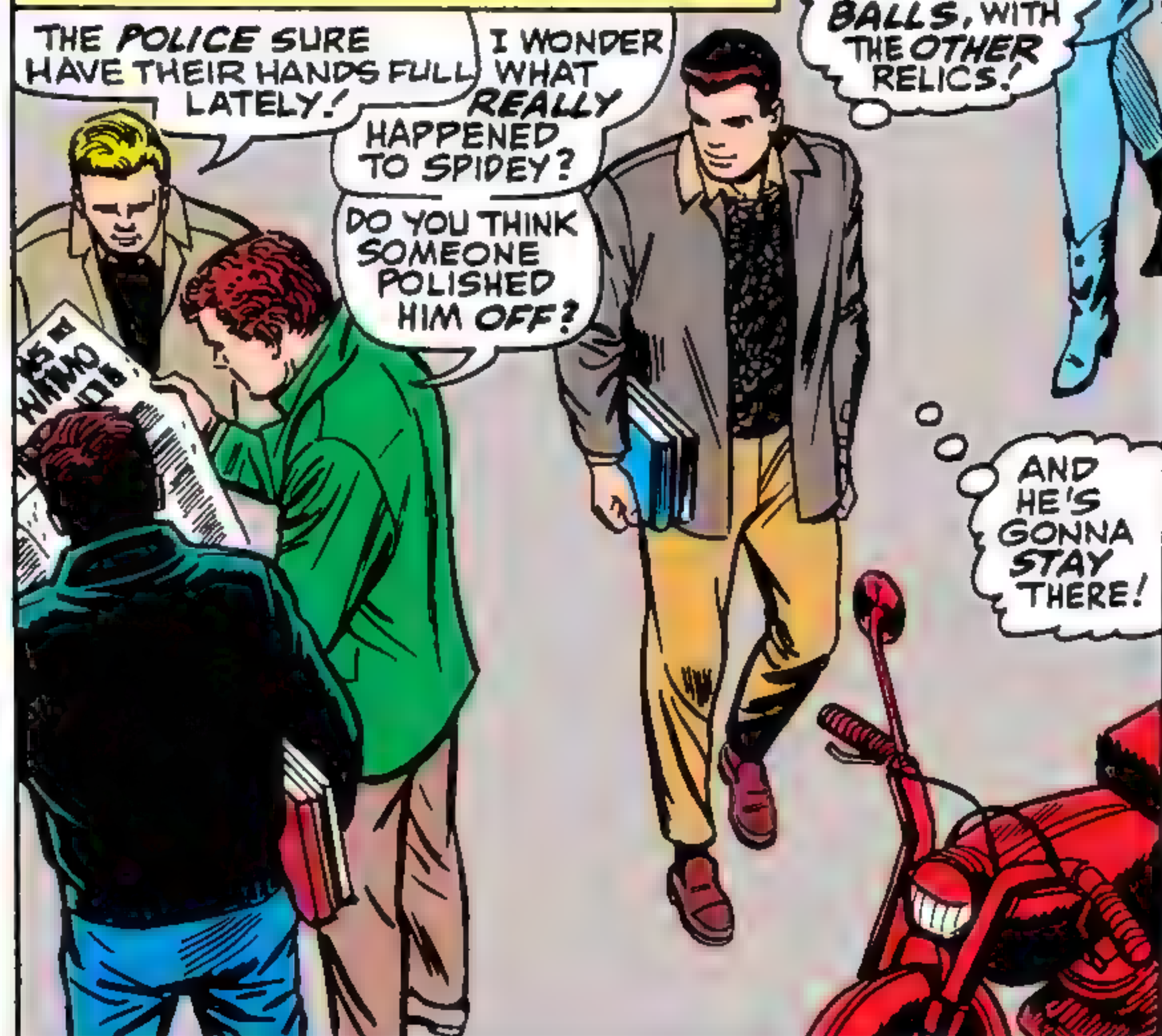
THIS MEANS THE TIME HAS COME TO PROCEED WITH MY MASTER PLAN!

INSTEAD OF MANY RIVAL GANGS OPERATING HAPHAZARDLY THROUGHOUT THE CITY...

INSTEAD OF COUNTLESS CROOKS ACTING ALONE... WITHOUT A CHANCE AGAINST THE POLICE...

THE UNDERWORLD WILL NOW BE RUN LIKE A BUSINESS... AND THE CHAIRMAN OF THE BOARD WILL BE... THE KINGPIN!

THE NEXT DAY, AT GOOD OL' E.S.U. ...



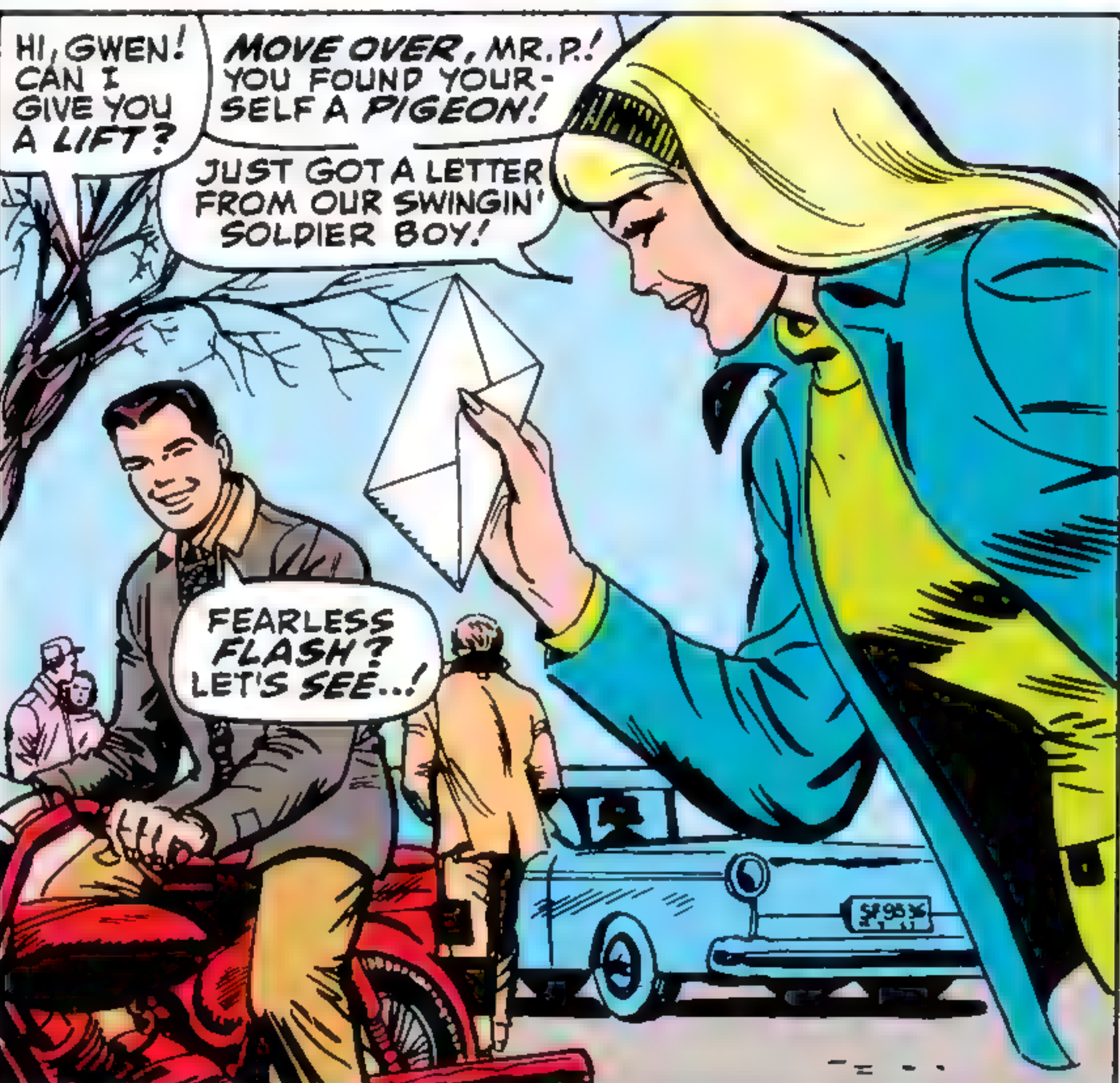
THE POLICE SURE HAVE THEIR HANDS FULL LATELY!

I WONDER WHAT REALLY HAPPENED TO SPIDEY?

DO YOU THINK SOMEONE POLISHED HIM OFF?

HE'S IN MOTH-BALLS, WITH THE OTHER RELICS!

AND HE'S GONNA STAY THERE!



HI, GWEN! CAN I GIVE YOU A LIFT?

MOVE OVER, MR. P! YOU FOUND YOURSELF A PIGEON!

JUST GOT A LETTER FROM OUR SWINGIN' SOLDIER BOY!

FEARLESS FLASH? LET'S SEE...



HE'S THE SAME OL' HOWLIN' HOT-SHOT! HE GIVES THE VEE-CEES 24 HOURS TO CLEAR OUT WHEN HE GETS THERE!

IF ANYONE ELSE SCRIBBLED THAT, WE'D CALL HIM A GREAT LITTLE KIDDER!

BUT, SINCE IT'S FLASHEROO, THEY'D BETTER START PACKING!

HE REALLY TURNS YOU ON, DOESN'T HE, GWEN?



FACE IT, CLASS-MATE...

HOW MANY BLUSHING BLONDES WOULD FIND A HIP, HANDSOME FOOTBALL HERO TOTALLY REPULSIVE?

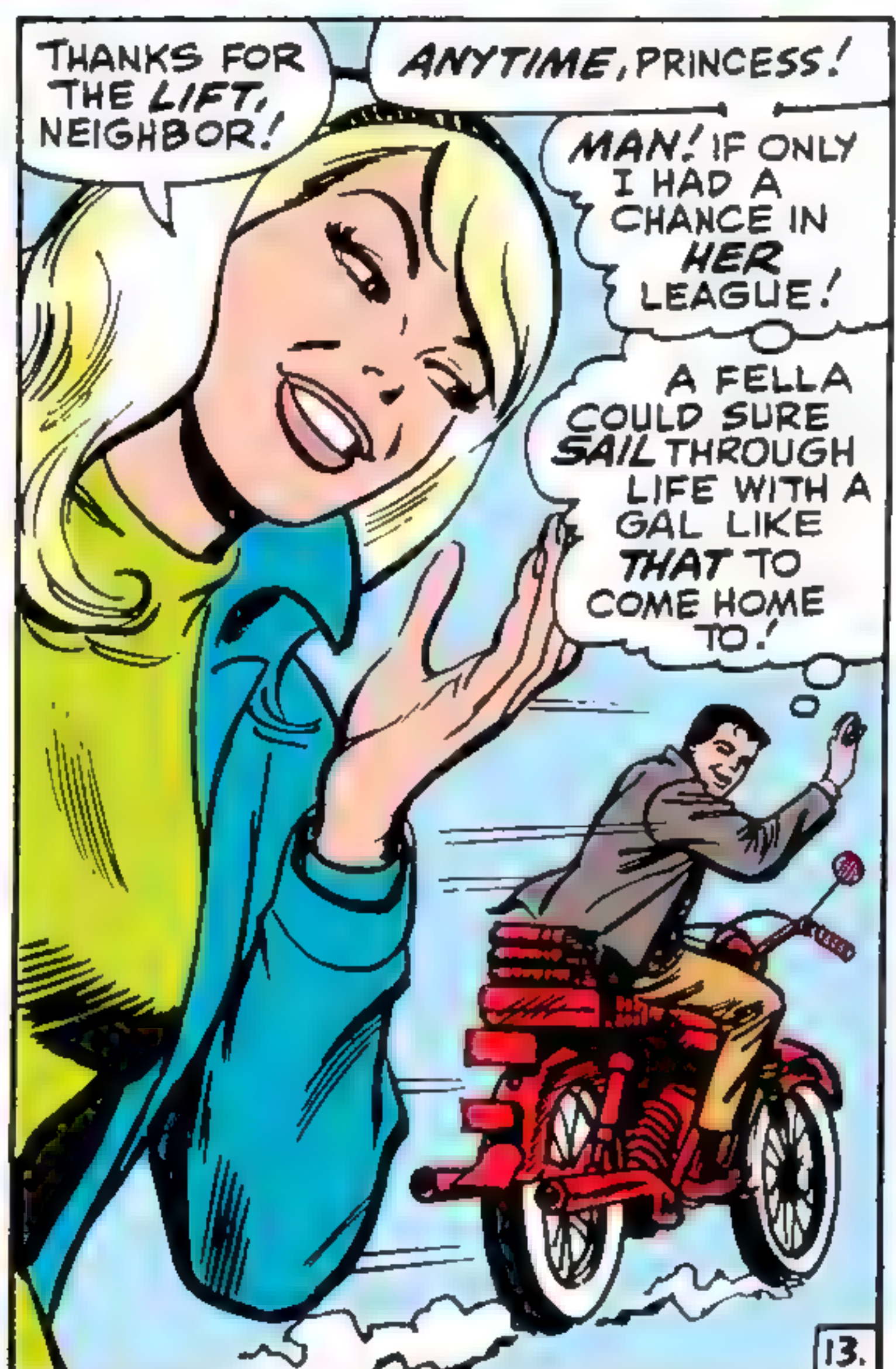
I'M SORRY I ASKED, PRETTY GIRL!

HOW WAS THE PARTY?

A DISASTER AREA... WITHOUT YOU!

Y'KNOW... I KINDA WISH YOU MEANT THAT!

OH... YOU LOVABLE, BLIND GOOF!! CAN'T YOU SEE I DO?!!



THANKS FOR THE LIFT, NEIGHBOR!

ANYTIME, PRINCESS!

MAN! IF ONLY I HAD A CHANCE IN HER LEAGUE!

A FELLA COULD SURE SAIL THROUGH LIFE WITH A GAL LIKE THAT TO COME HOME TO!





THEN, TWO OUNCES OF GASOLINE LATER...  
AUNT MAY! YOU'RE SITTING UP... YOU'RE BETTER! GOSH, THAT'S TERRIFIC!

IS THERE ANYTHING YOU NEED? ANYTHING I CAN GET YOU?

BUT DON'T ASK FOR CARY GRANT... HE'S OUT OF TOWN!

I TOLD YOU HE'D BE HERE RIGHT AFTER CLASS, MAY DEAR!

OH, PETER DEAR... YOU ALWAYS CHEER ME UP SO!



QUICK! SOMEONE CALL THE BEAUTY PARLOR! IT'S AN EMERGENCY!

A LIVING, BREATHING MALE WALKED IN AND DIDN'T NOTICE ME! I'M A WASHOUT! A HAS-BEEN! IT'S THE UTTER END, FRIEND!

OH... HI, MARY JANE! I DIDN'T KNOW YOU WERE HERE!



OBVIOUSLY, DAD... OR, YOU'D HAVE ARRIVED EVEN SOONER!

WELL, IT'S YOUR LOSS, TIGER! HAVE TO CUT OUT NOW... I'M LATE FOR REHEARSAL!

KNOCK 'EM DEAD, LADY!

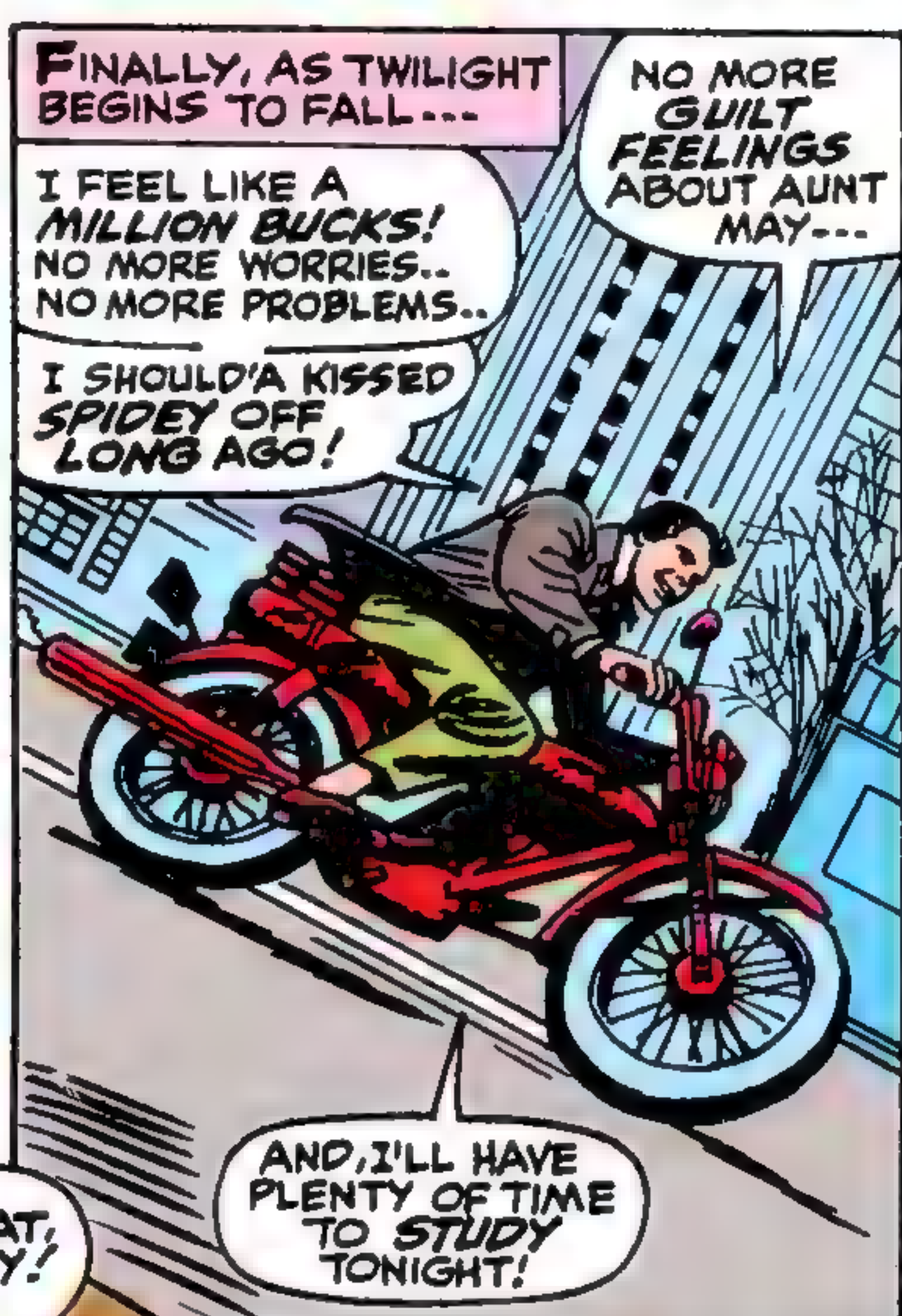
WITH THESE NEW THREADS AUNT ANNA JUST STITCHED FOR ME, HOW CAN I MISS?



IF YOUR WHEELS ARE POINTED IN THE RIGHT DIRECTION, PETEY-O... THIS COULD BE YOUR LUCKY DAY!

SORRY, MJ... I'D BETTER STAY WITH AUNT MAY FOR A WHILE!

NO SWEAT, NICE BOY!



FINALLY, AS TWILIGHT BEGINS TO FALL...

I FEEL LIKE A MILLION BUCKS! NO MORE WORRIES... NO MORE PROBLEMS...

I SHOULD'A KISSED SPIDEY OFF LONG AGO!

NO MORE GUILT FEELINGS ABOUT AUNT MAY...

AND, I'LL HAVE PLENTY OF TIME TO STUDY TONIGHT!



YEP, THIS IS THE LIFE, ALL RIGHT!

I NEVER HAD IT SO GOOD BEFORE!

IT'LL BE A PLEASURE TO KNOW WHAT THEY'RE TALKING ABOUT IN CLASS!

WONDER IF GWEN WILL NOTICE THE DIFFERENCE?

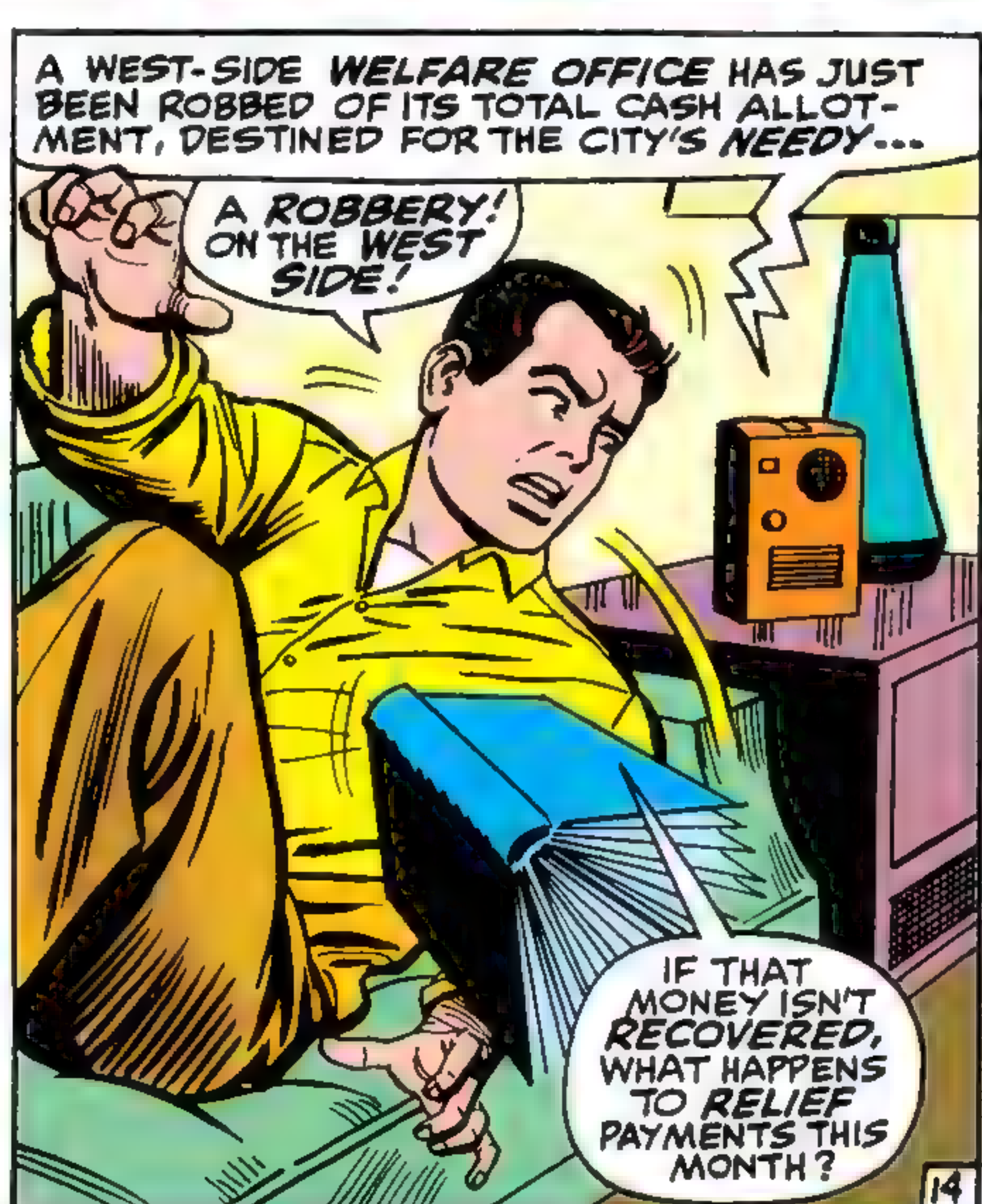


BUT, EVEN AS THE SEEMINGLY-RETIRED SUPER HERO LUXURIATES IN HIS ROOM, BUSINESS GOES ON AS USUAL THROUGHOUT THE CITY...

FASTER, MAC! WE AIN'T GOT ALL DAY!

BUT, THIS MONEY IS FOR WELFARE!

YEAH... THE KINGPIN'S WELFARE! NOW SHUDDUP AND KEEP LOADIN' THAT CASE!

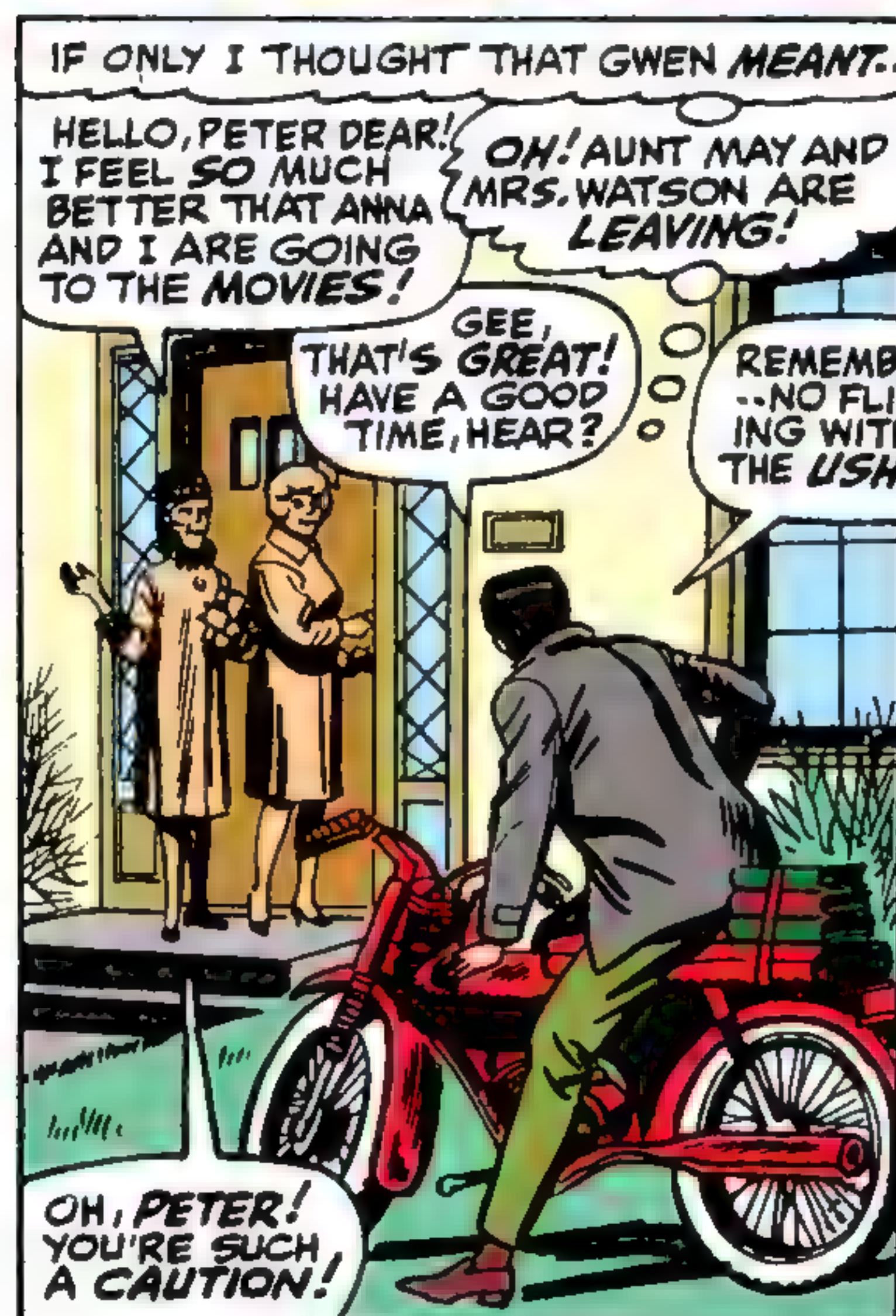
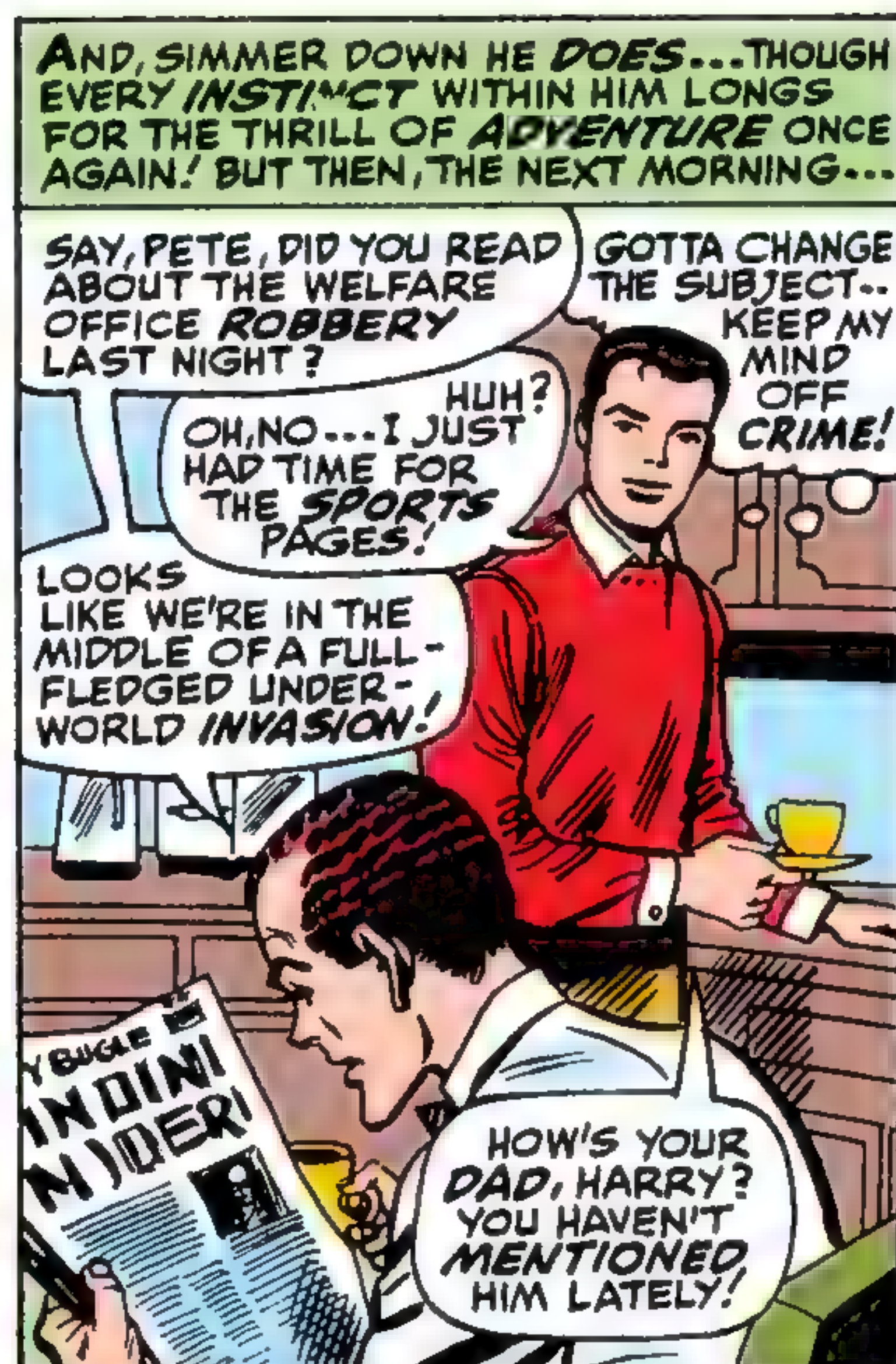


A WEST-SIDE WELFARE OFFICE HAS JUST BEEN ROBBED OF ITS TOTAL CASH ALLOTMENT, DESTINED FOR THE CITY'S NEEDY...

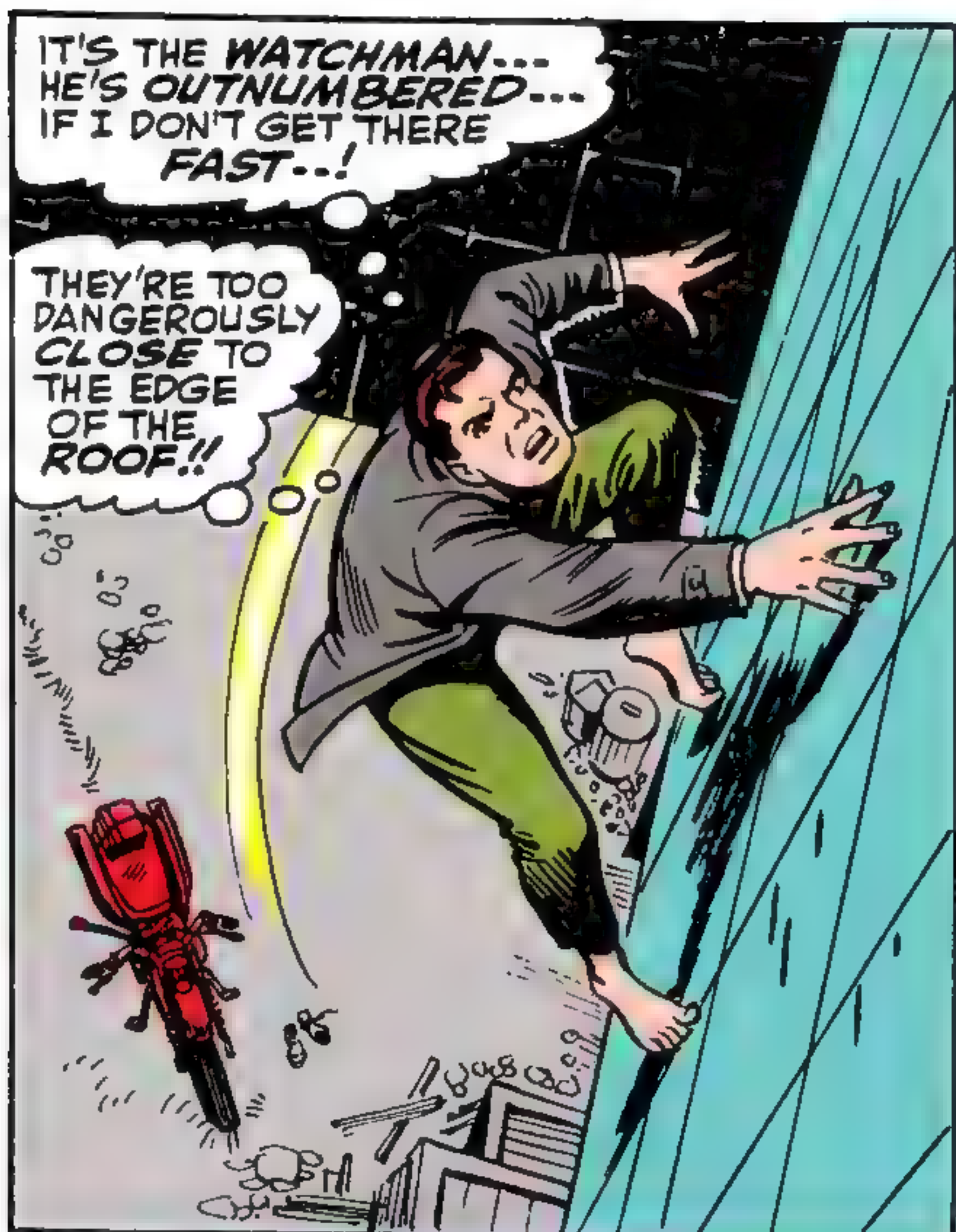
A ROBBERY! ON THE WEST SIDE!

IF THAT MONEY ISN'T RECOVERED, WHAT HAPPENS TO RELIEF PAYMENTS THIS MONTH?



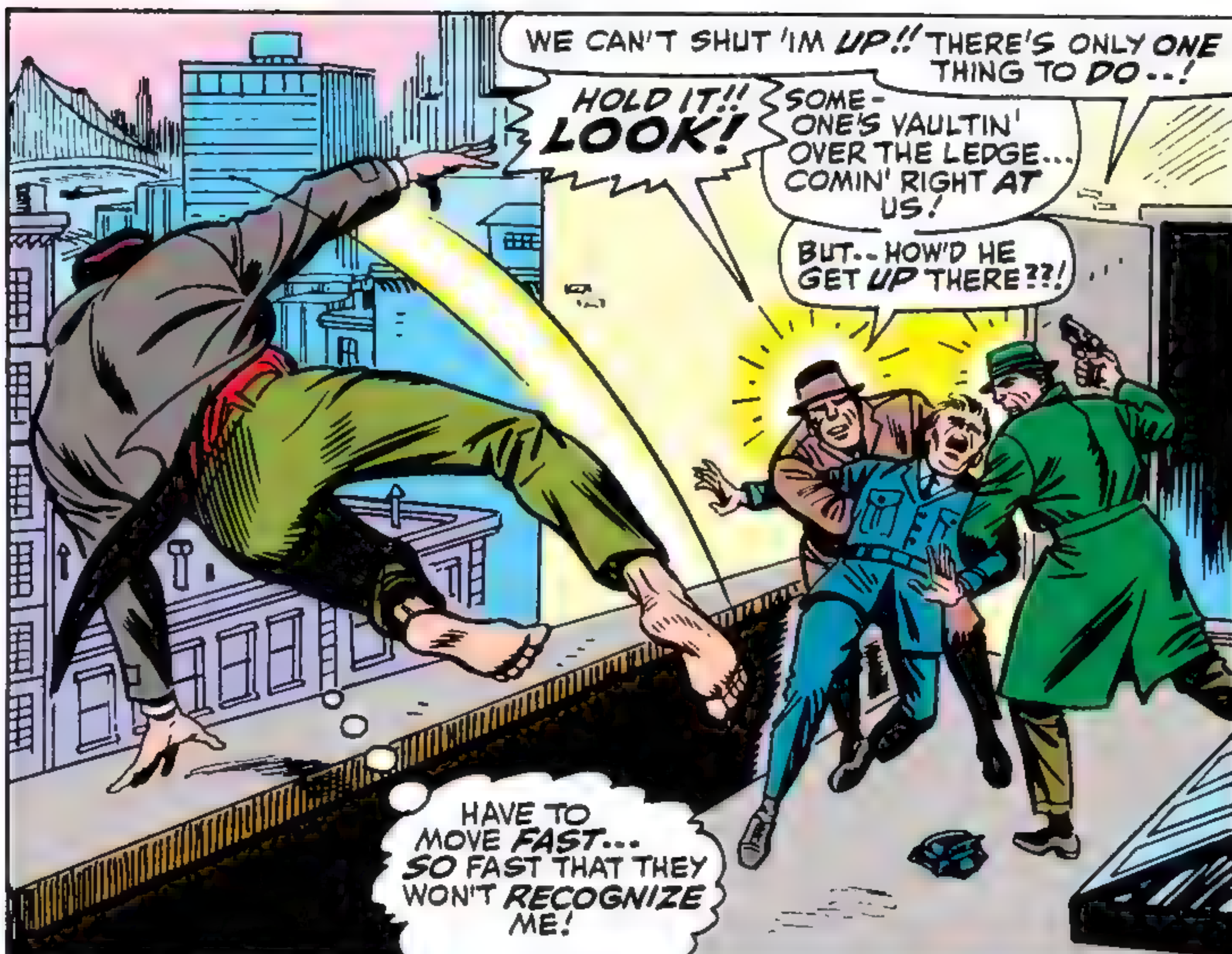






IT'S THE WATCHMAN... HE'S OUTNUMBERED... IF I DON'T GET THERE FAST...!

THEY'RE TOO DANGEROUSLY CLOSE TO THE EDGE OF THE ROOF!!



WE CAN'T SHUT 'IM UP!! THERE'S ONLY ONE THING TO DO...!

HOLD IT!! LOOK!

SOME-ONE'S VAULTIN' OVER THE LEDGE... COMIN' RIGHT AT US!

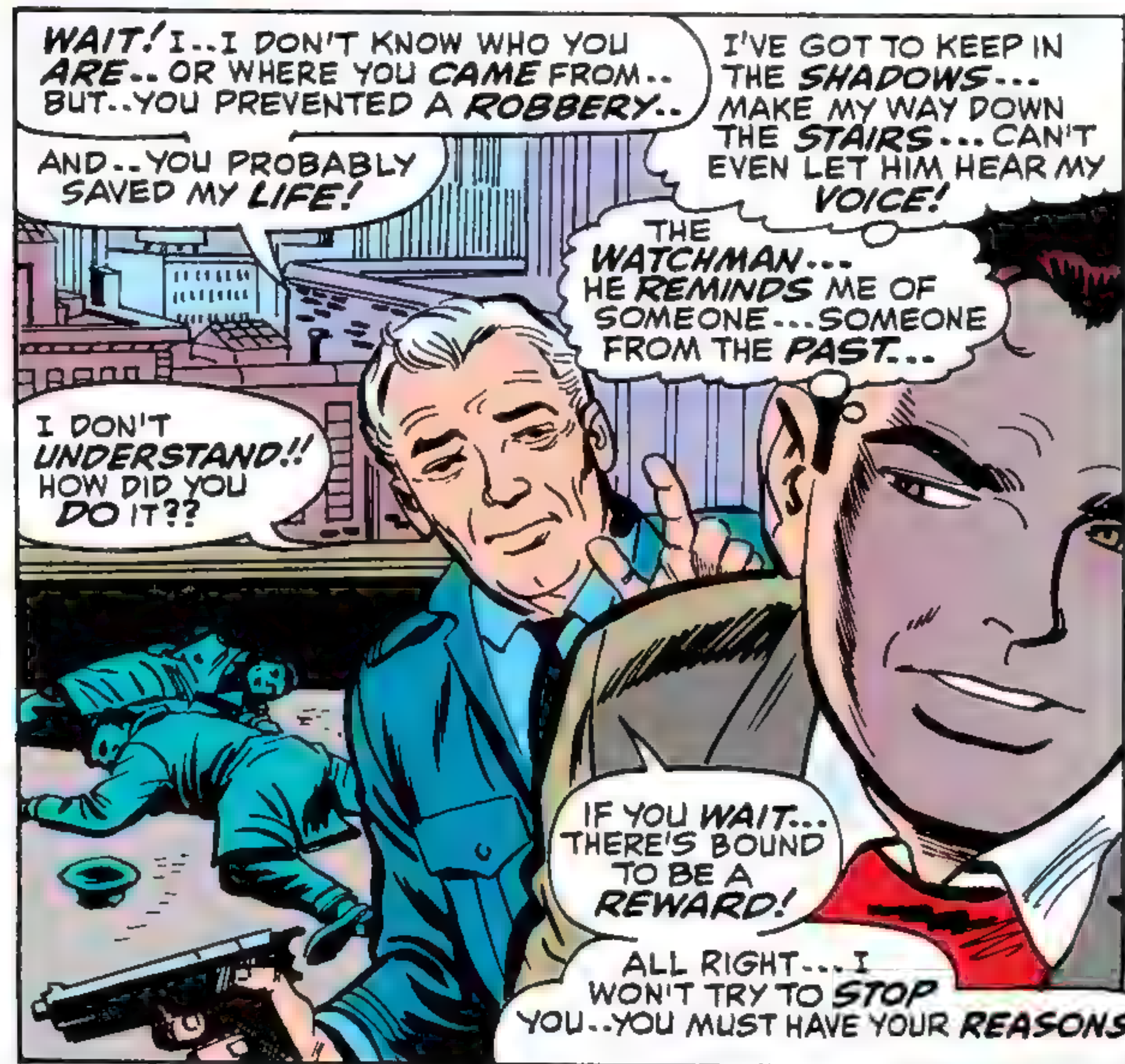
BUT... HOW'D HE GET UP THERE??!

HAVE TO MOVE FAST... SO FAST THAT THEY WON'T RECOGNIZE ME!



THE WATCHMAN HASN'T SEEN ME YET...!

AND THESE TWO HOODS WON'T GET A CHANCE TO SEE ANYTHING!



WAIT! I... I DON'T KNOW WHO YOU ARE... OR WHERE YOU CAME FROM... BUT... YOU PREVENTED A ROBBERY...

AND... YOU PROBABLY SAVED MY LIFE!

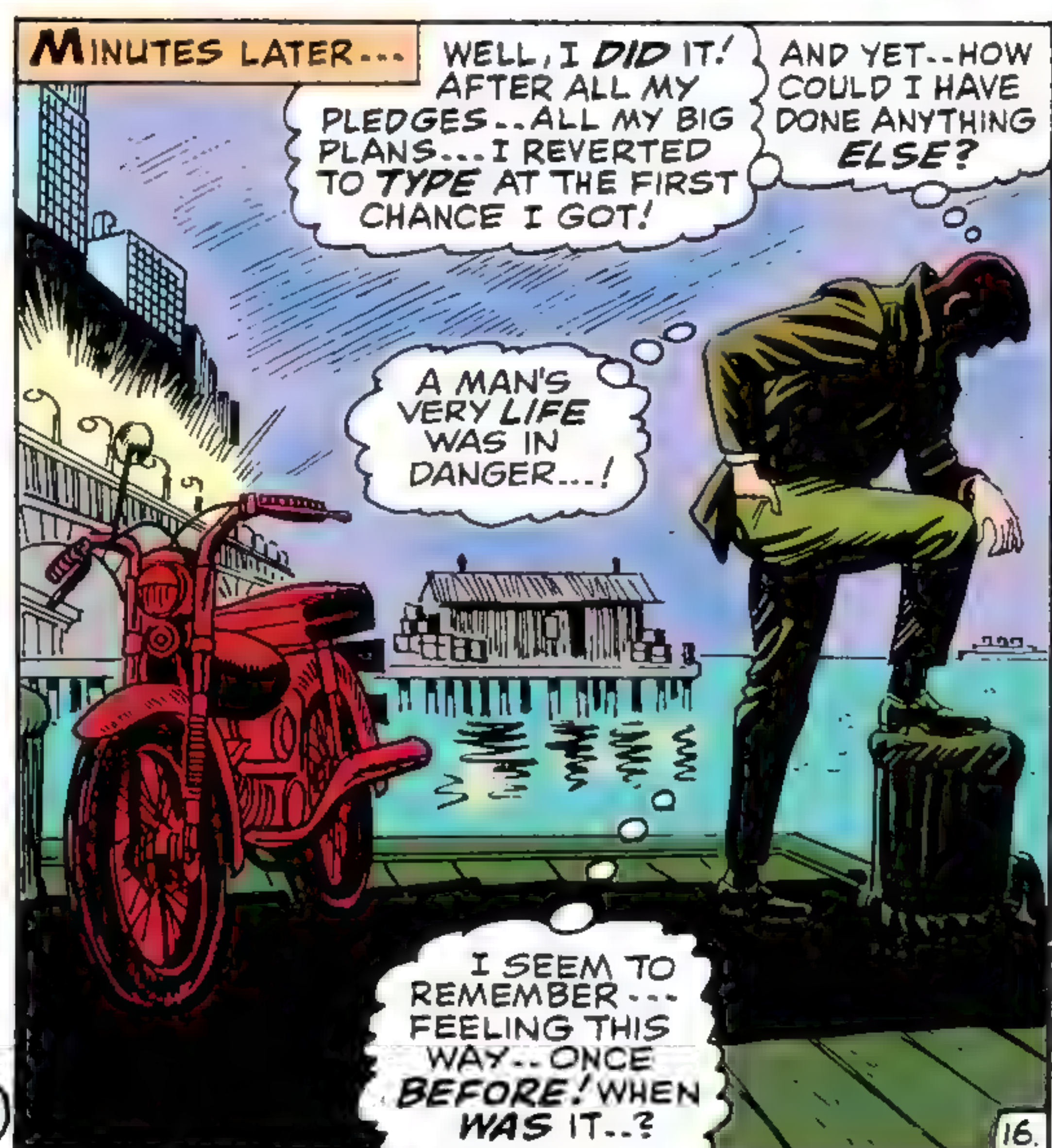
I'VE GOT TO KEEP IN THE SHADOWS... MAKE MY WAY DOWN THE STAIRS... CAN'T EVEN LET HIM HEAR MY VOICE!

THE WATCHMAN... HE REMINDS ME OF SOMEONE... SOMEONE FROM THE PAST...

I DON'T UNDERSTAND!! HOW DID YOU DO IT??

IF YOU WAIT... THERE'S BOUND TO BE A REWARD!

ALL RIGHT... I WON'T TRY TO STOP YOU... YOU MUST HAVE YOUR REASONS...



MINUTES LATER...

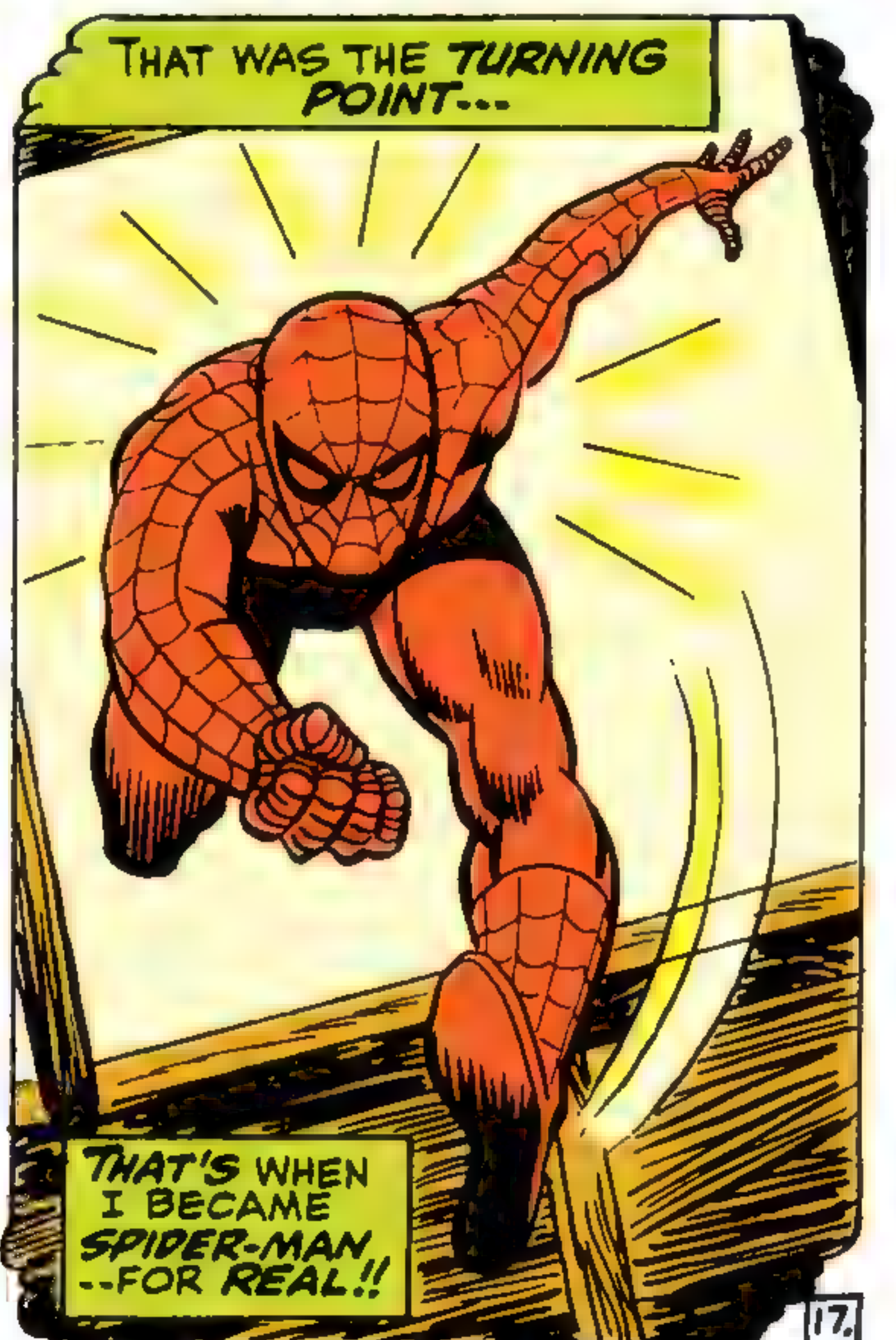
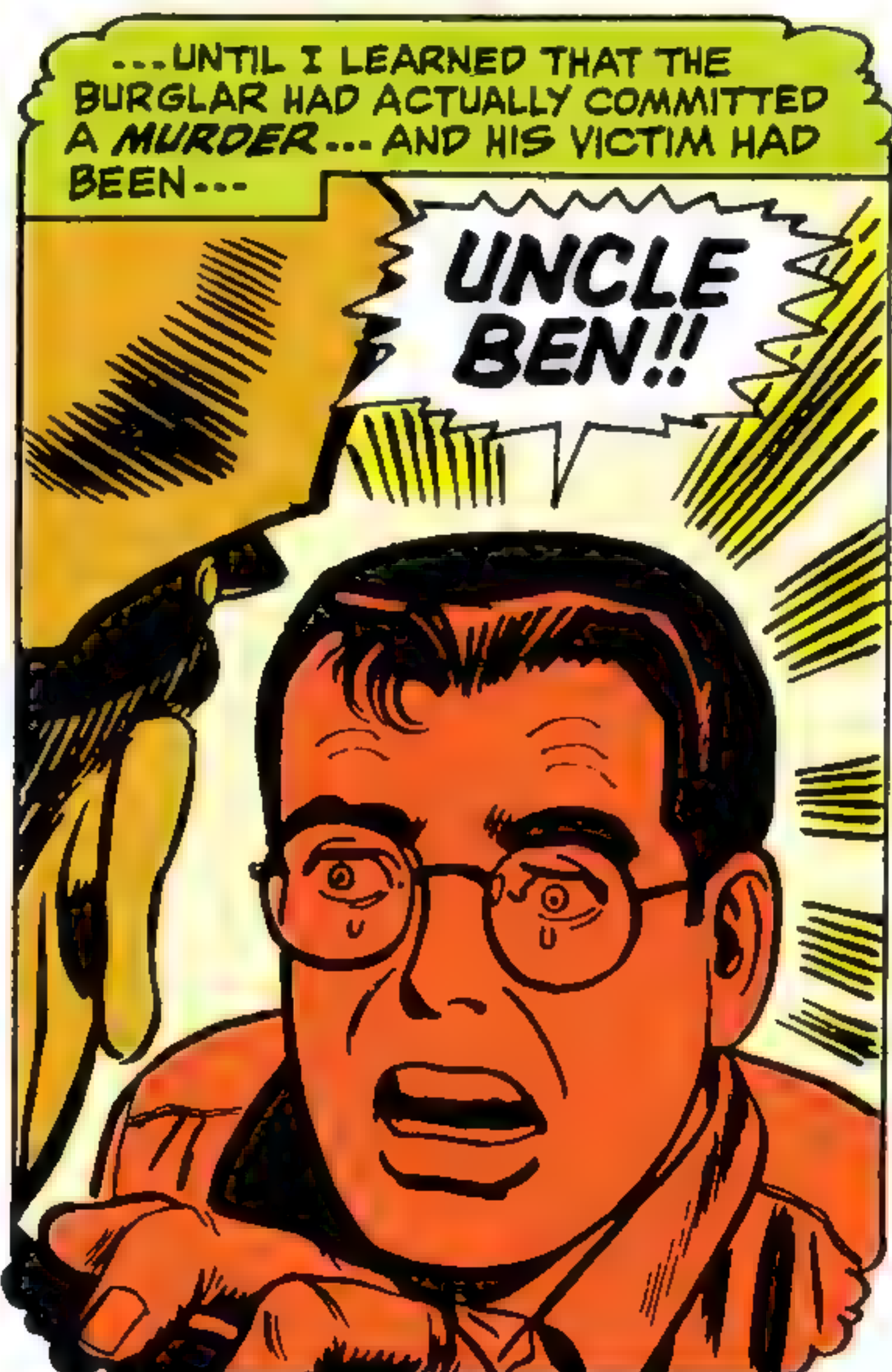
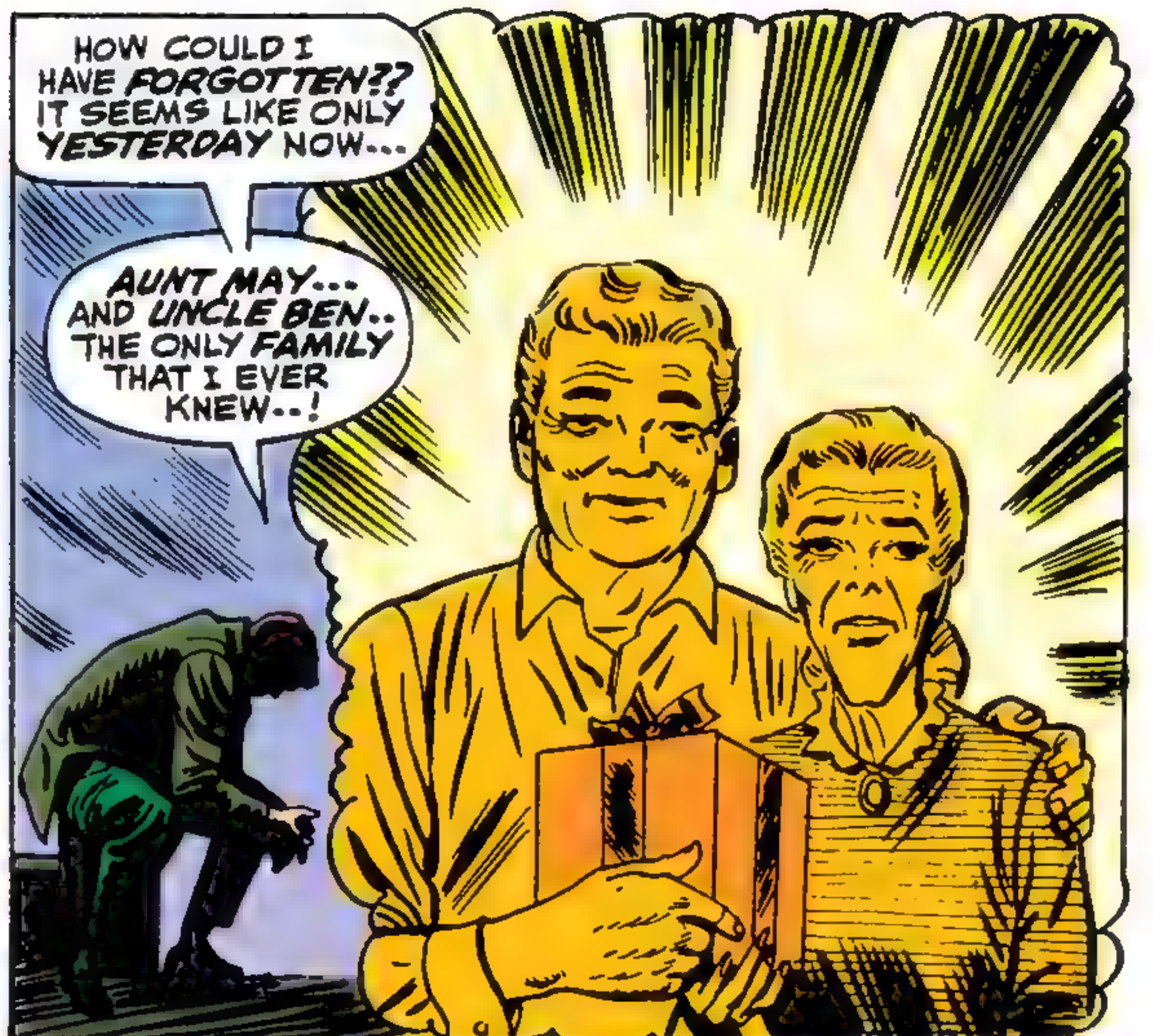
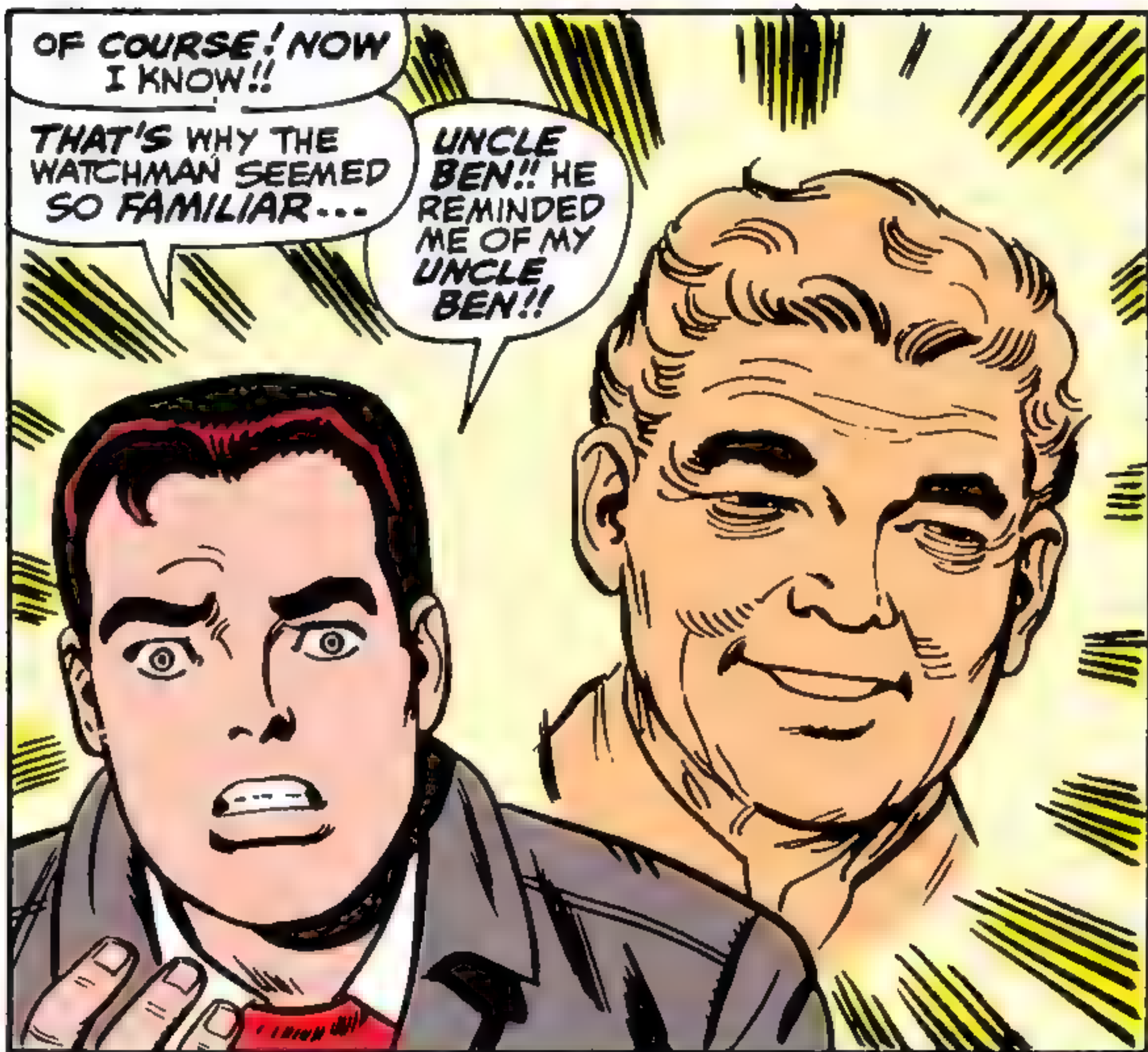
WELL, I DID IT! AFTER ALL MY PLEDGES... ALL MY BIG PLANS... I REVERTED TO TYPE AT THE FIRST CHANCE I GOT!

AND YET... HOW COULD I HAVE DONE ANYTHING ELSE?

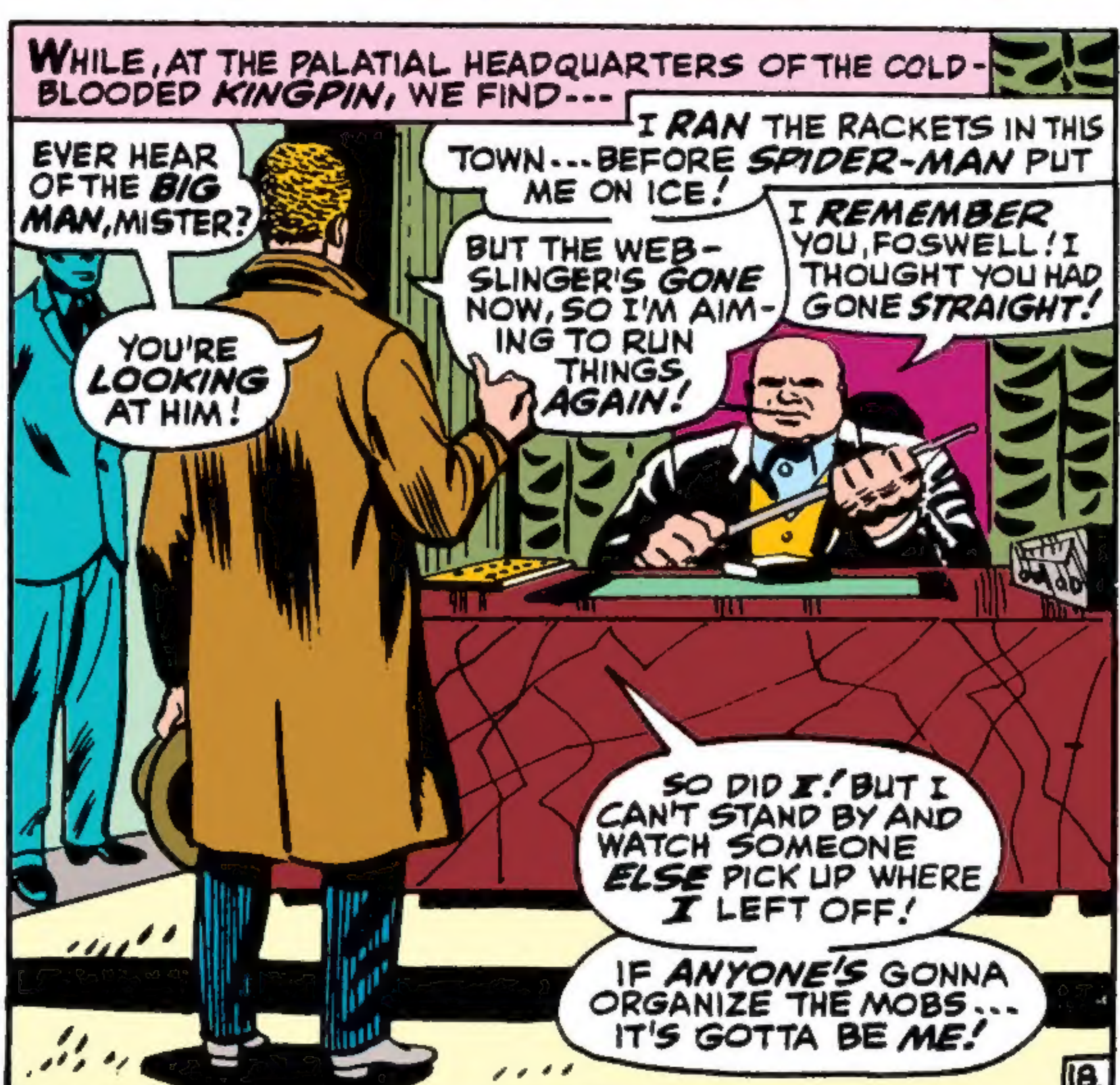
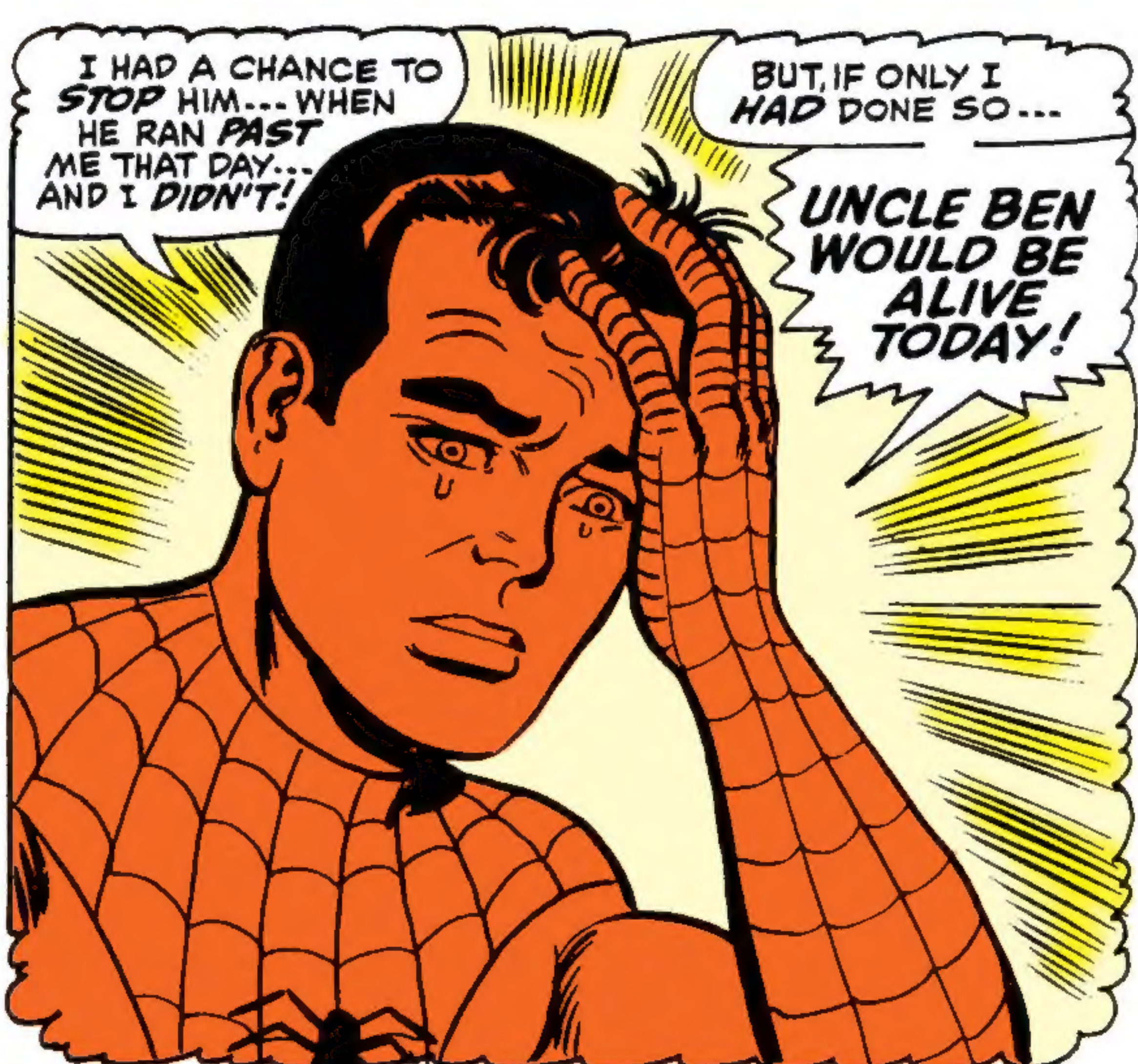
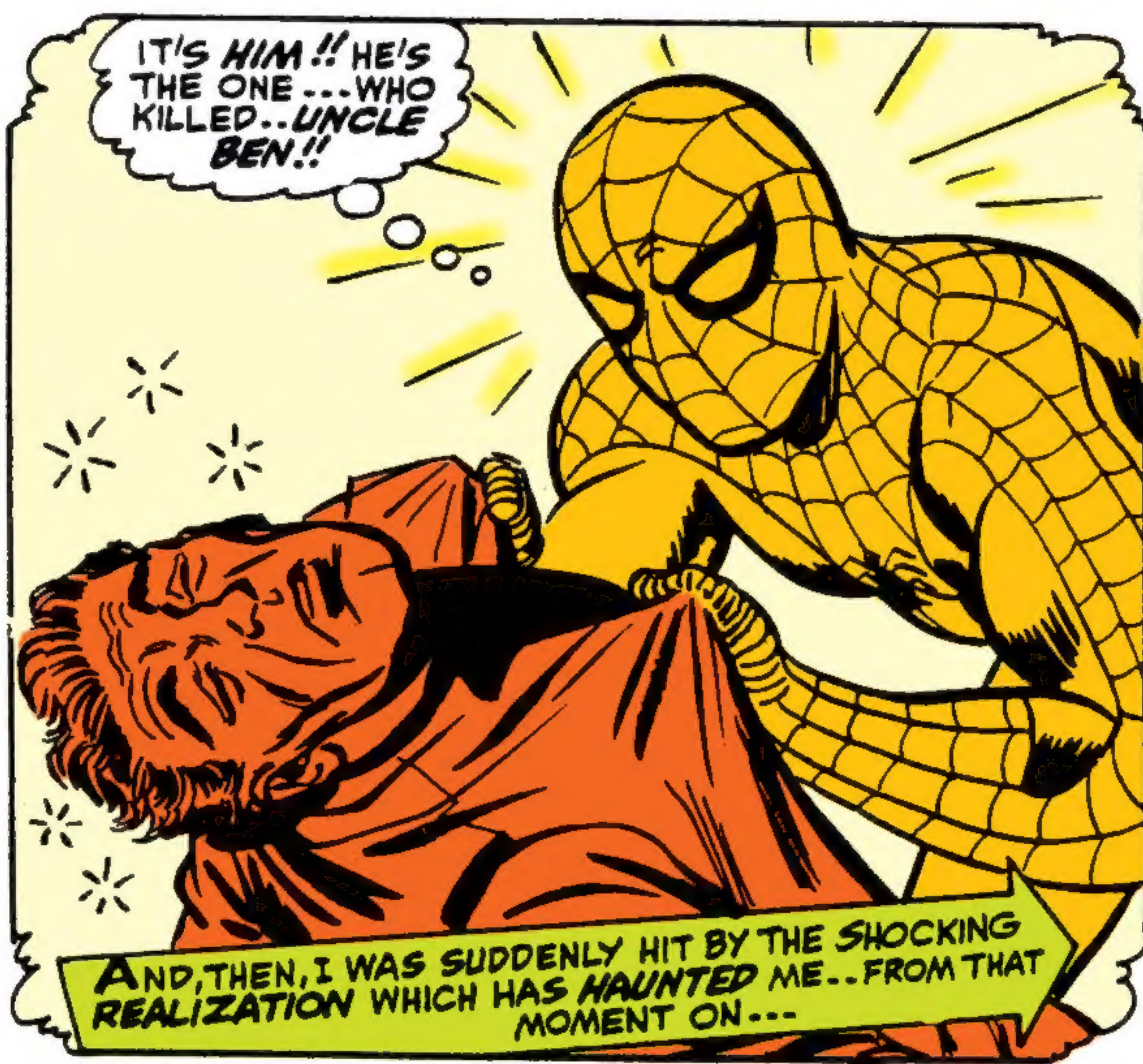
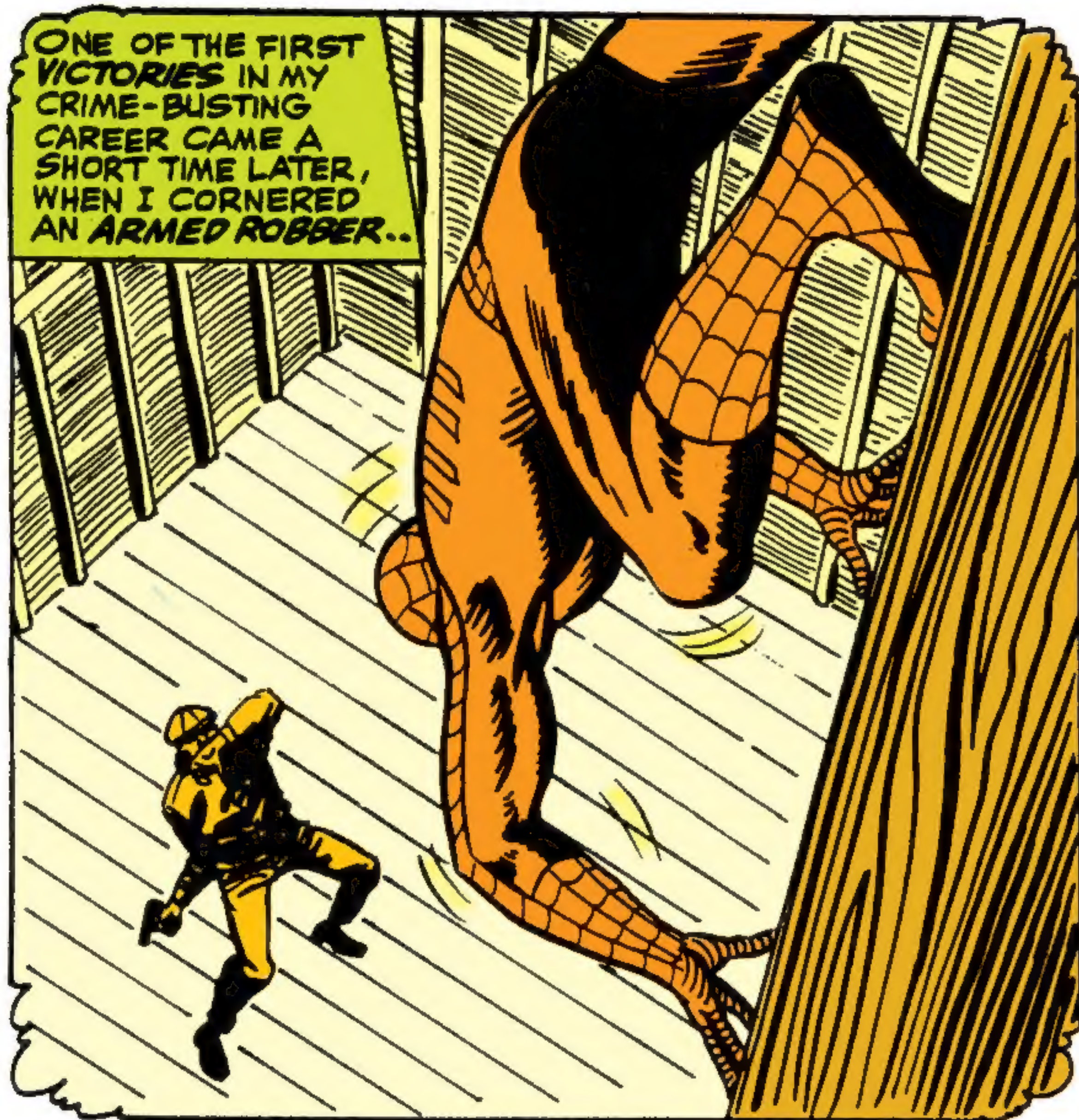
A MAN'S VERY LIFE WAS IN DANGER...!

I SEEM TO REMEMBER... FEELING THIS WAY... ONCE BEFORE! WHEN WAS IT...?

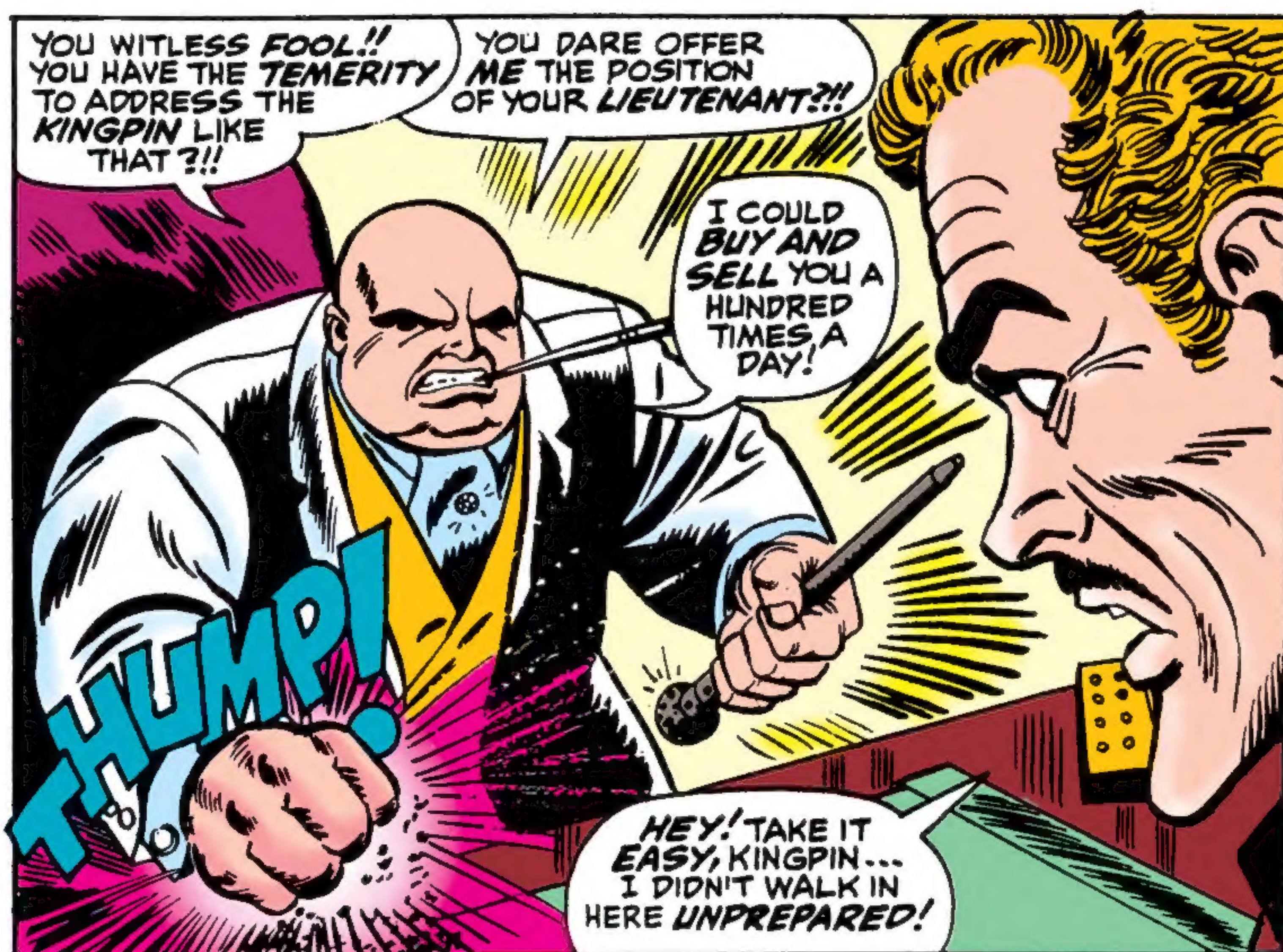




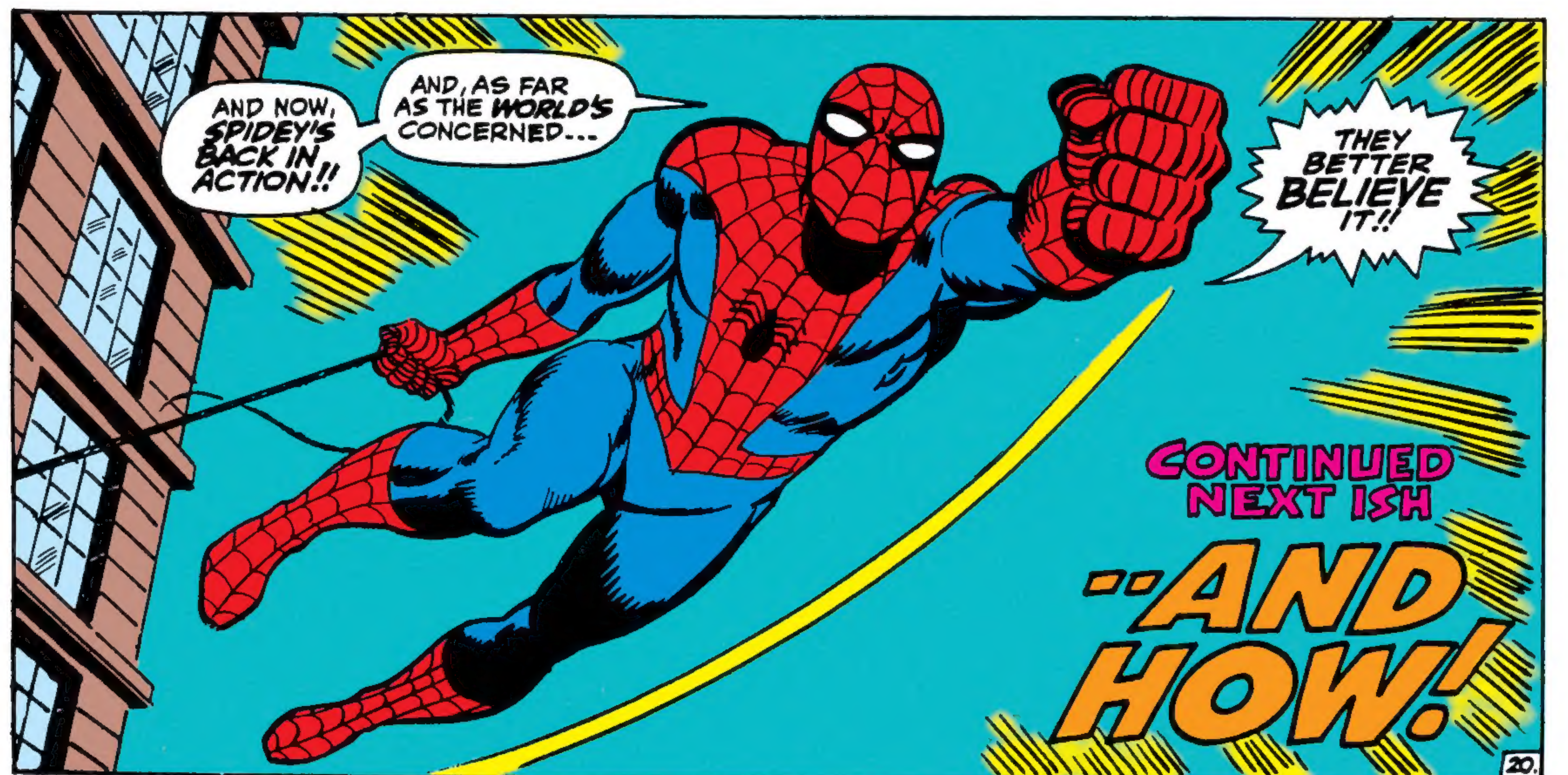
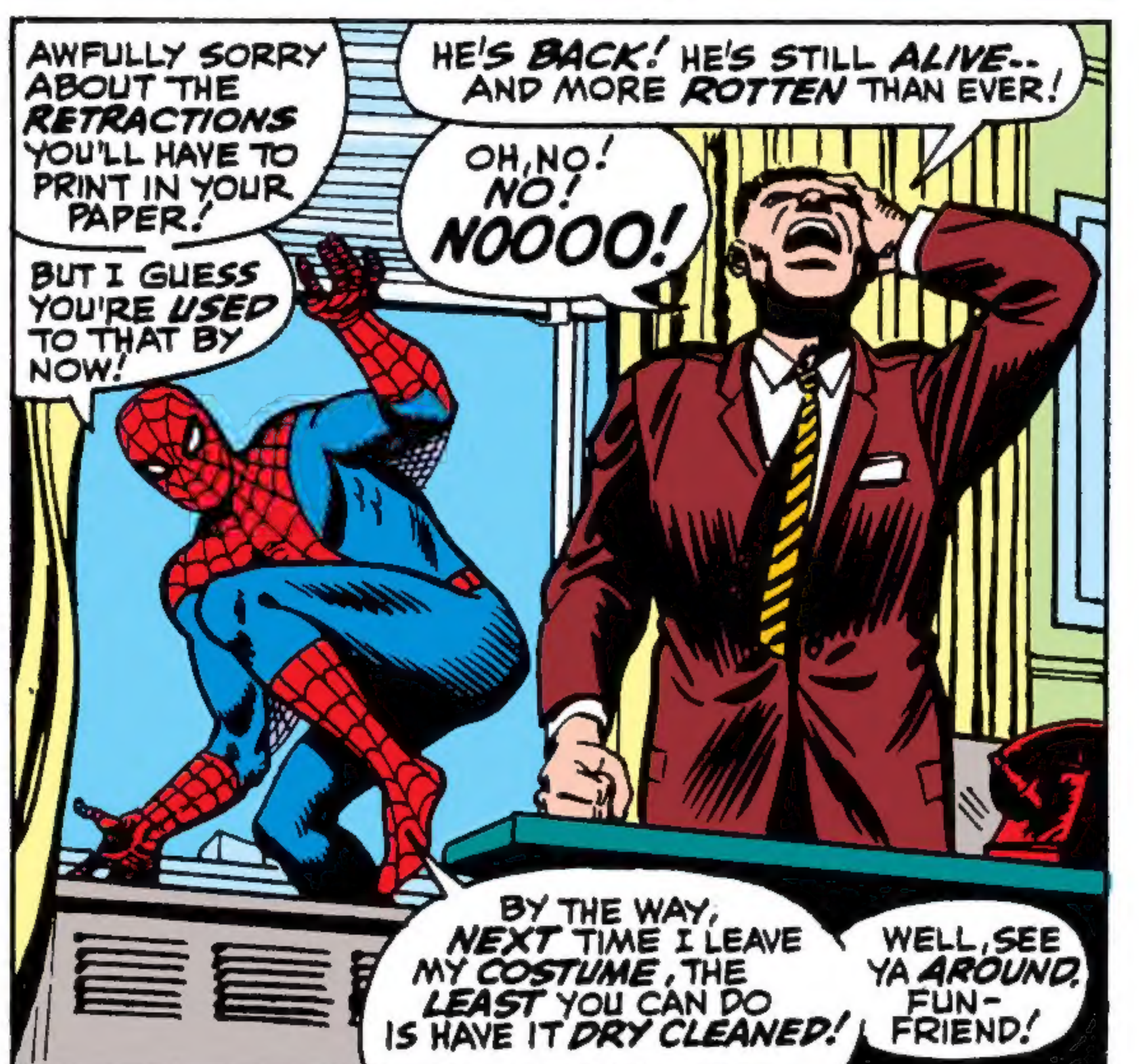
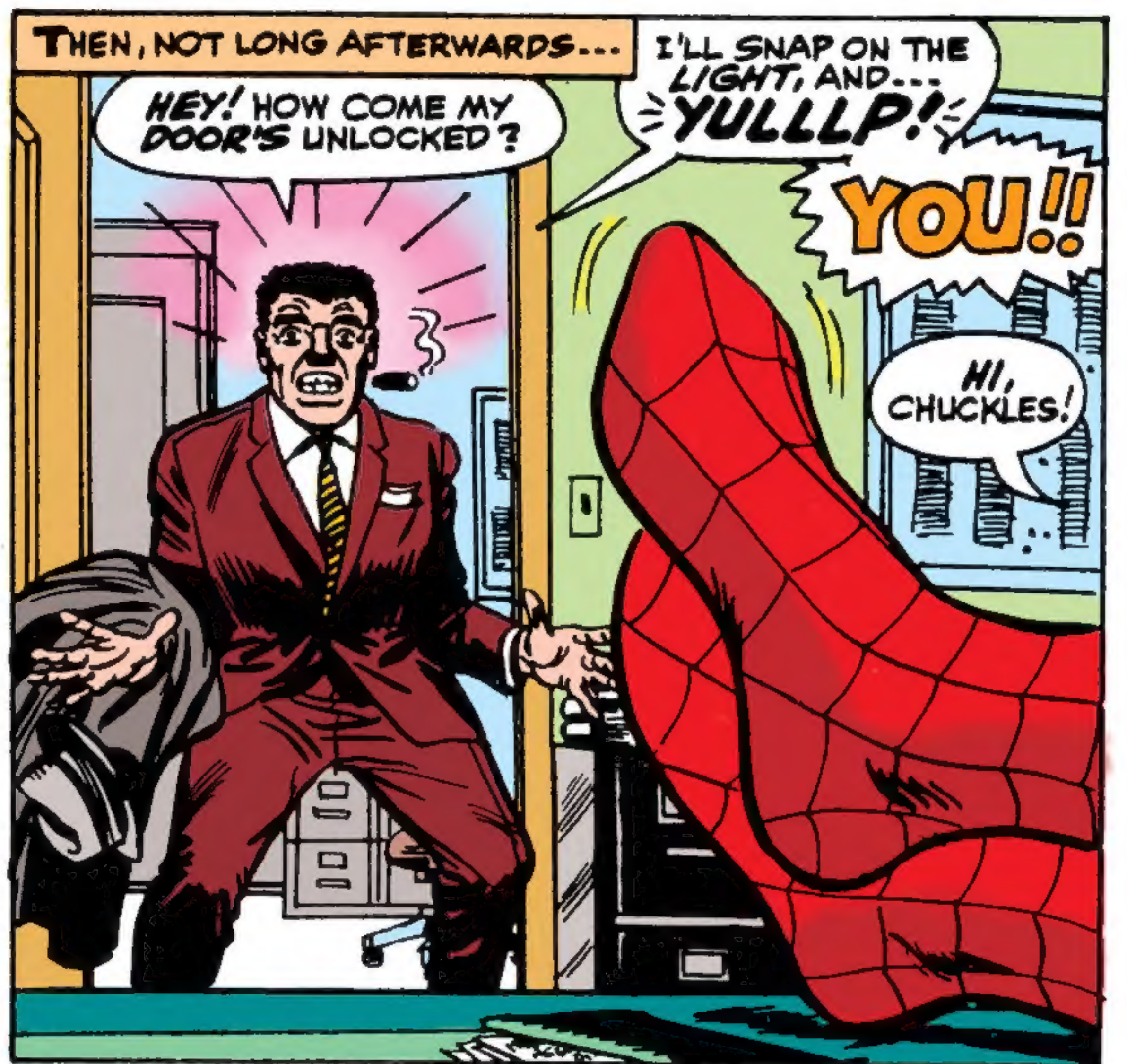
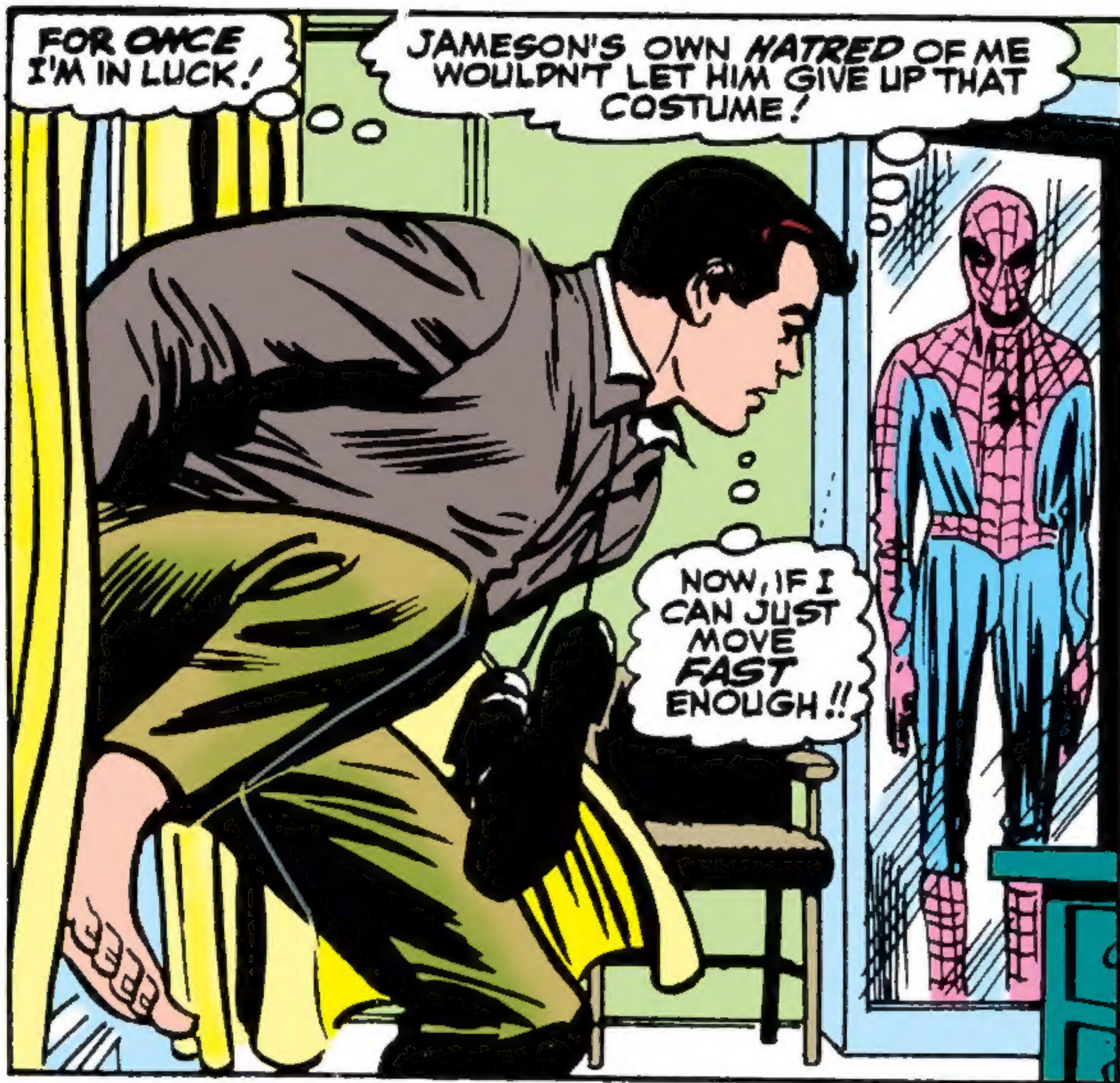














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